

NYS Urban Development Corporation Directors' Meeting

Thursday, 4/20/2023

9:30 - 11:30 AM ET

I. Corporate Actions

A. Approval of the Minutes of the March 23, 2023 Directors' Meeting

I. A. - 032323 Draft ESD Minutes - Page 5

B. Statewide – Market New York Grant Program

Authorization to Update Guidelines; and Authorization to Take Related Actions

I. B. - Market New York Grant Program Guidelines Memo FINAL - Page 57

C. Mid-Hudson Region – Mid-Hudson Momentum Fund (Capital Grants)

Authorization to Implement and Administer; Findings and Determinations Pursuant to Section 10(g) of the New York State Urban Development Corporation Act, as Amended (the “Act”); Authorization to Adopt Guidelines; and Authorization to Take Related Actions

I. C. - Mid-Hudson Momentum Fund Cover Memo FINAL - Page 61

I. C. - Mid-Hudson Momentum Fund Guidelines - Page 65

D. ConnectALL Office – Affordable Housing Connectivity Program Guidelines

Adoption of Affordable Housing Connectivity Program Guidelines; and Authorization to Take Related Actions

I. D. - ConnectALL - AHCP Grant Guidelines Memo FINAL - Page 76

I. D. - ConnectALL - AHCP Grant Program Guidelines FINAL - Page 80

Oral Reports

A. President's Report

B. Spotlight Presentation - Digital Gaming Program

II. Projects

A. Buffalo (Western New York Region – Erie County) – BUDC Solar Microgrid Capital – Buffalo Regional Innovation Cluster (Capital Grant)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

II. A. - BUDC Solar-Microgrid Capital FINAL - Page 89

B. Buffalo (Western New York Region – Erie County) – Northland Corridor Redevelopment Phase 3 Capital – Regional Economic and Community Assistance Program (Capital Grant)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

II. B. - Northland Corridor Redevelopment Phase 3 Capital FINAL - Page 101

C. Regional Council Award – Pittsford (Finger Lakes Region – Monroe County) – TOPTICA Capital – Regional Council Capital Fund (Capital Grant)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

II. C. - TOPTICA Capital FINAL - Page 117

D. Regional Council Award – Syracuse (Central New York Region – Onondaga County) – Armoured One Capital – Regional Council Capital Fund – (Capital Grant)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

II. D. - Armoured One Capital FINAL - Page 129

E. Statewide – FuzeHub DOD Modernization Initiative Capital Project– Federal DOD Initiative (Capital Grant)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

II. E. - FuzeHub DOD Modernization Initiative Capital FINAL - Page 141

F. Regional Council Award – Middletown (Mid-Hudson Region – Orange County) – City of Middletown Capital – Regional Council Capital Fund (Capital Grant)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

II. F. - City of Middletown Capital FINAL - Page 150

G. Regional Council Award – Milton (Mid-Hudson Region – Ulster County) – Hudson River Fruit - CA Warehouse 2021 Capital – Regional Council Capital Fund (Capital Grant)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

II. G. - Hudson River Fruit FINAL - Page 160

II. G. - Hudson River Fruit Photographs - Page 172

H. Market NY Grant Program - Market New York (Capital and Working Capital Grants)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make Grants and to Take Related Actions

Market New York Program

A. Greater ROC Campaign Tourism Working Capital - ROC2025, Inc. (Finger Lakes Region) - \$300,000

B. Free Shakespeare in the Park Marketing Tourism Working Capital - New York Shakespeare Festival d/b/a The Public Theatre (New York County) - \$270,875

II. H. - Market New York Grant Program FINAL - Page 173

III. Community Development Financial Institutions Assistance Program

A. Statewide – Community Development Financial Institutions Assistance Program – CDFI 23 - Community Development Financial Institution Assistance Program

Community Development Financial Institution Assistance Program – Findings and Determinations Pursuant to Section 10(g) of the New York State Urban Development Act, as Amended (the “Act”); Authorization to Make Grants and to Take Related Actions

III. A - Community Development Financial Institutions Assistance Program Round 23 FINAL - Page 187

IV. Community and Regional Partnership Fund

A. New York State Community and Regional Partnership Fund

Authorization of an Investment of Community and Regional Partnership Funds in Cornell University; and Authorization to Take Related Actions

IV. A. - Community and Regional Partnership Fund Investment (Cornell University) FINAL - Page 233

B. Community and Regional Partnership Fund

Authorization of an Investment of Community and Regional Partnerships Funds in Lightship Capital; and Authorization to Take Related Actions

IV. B. - Community and Regional Partnership Fund Investment (Lightship Capital) FINAL - Page 238

V. Life Sciences Initiative

A. Troy (Capital Region – Rensselaer County) – Albany (Albany Region – Albany County) - Biodefense Commercialization Fund Grants – Life Science Initiative Fund (Working Capital Grants)

Authorization to Make Grants and to Take Related Actions

V. A. - Life Sciences Initiative - Biodefense Commercialization Fund Grants FINAL - Page 242

B. New York City (New York City Region–New York County)–Rochester (Finger Lakes Region–Monroe County)–New York Fund for Innovation in Research and Scientific Talent (NYFIRST) Project Grants–Life Sciences Initiative Fund (Capital and Working Capital Grants)

Findings and Determinations Pursuant to Section 16-aa of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

V. B. - Life Sciences Initiative - NYFIRST Round III FINAL - Page 259

VI. New York Ventures

A. New York State Innovation Venture Capital Fund (“NYSIVCF”)

Authorization of an Investment of NYSIVCF Funds in Envisagenics, Inc.

VI. A. - NYSIVCF - Envisagenics Inc. FINAL - Page 280

B. New York State Innovation Venture Capital Fund (“NYSIVCF”)

Authorization of an Investment of NYSIVCF Funds in Yuvo, Inc.

VI. B. - NYSIVCF - Yuvo Inc. FINAL - Page 285

VII. Administrative Actions

A. Office Lease for the New York State Office of Trade and Tourism for Office Space in Old San Juan, Puerto Rico

Authorization to Enter into a New Lease Contract for Office Space in Old San Juan, Puerto Rico for the New York State Office of Trade and Tourism; and Authorization to Take Related Actions

VII. A- Puerto Rico Office Lease Renewal FINAL - Page 290

B. New York City (New York County) – Office Space at 633 Third Avenue, New York, New York

Authorization to Enter into a Lease Extension for Office Space at 633 Third Avenue, New York, New York; Authorization to Take Related Actions

VII. B - Office Space Lease Extension for 633 Third Avenue FINAL - Page 295

C. Life Sciences Initiative – Procurement of Services Related to the Management of the Application Process and Related Activities for the \$40M New York State Biodefense Commercialization Fund (“The Fund”)

Authorization to Enter into a Contract Extension for Management of Application Processes and Mentoring Services and to Take Related Actions

VII. C. - Life Sciences - CTV Extension FINAL - Page 299

D. Procurement of Consulting Services

Authorization to Enter into an Amended Contract to Provide Architecture/Engineering in Connection with the Hutchison Chapel and Take Related Actions
VII. D. - Procurement of Consulting Services - FoitAlbert FINAL - Page 305

E. Global NY Consulting Service Contract – Procurement of Services

Authorization to Enter into Consulting Contract for Services in Connection with Trade Between New York and India; and to Take Related Actions
VII. E. - Global NY Consulting Service Contract (India) FINAL - Page 309

F. Global NY Consulting Service Contract – Procurement of Services

Authorization to Enter into Consulting Contract for Services in Connection with Trade Between New York and the Caribbean
VII. F. - Global NY Consulting Service Contract (Caribbean) FINAL - Page 313

G. Procurement of Public Relations and Social Media Services Engagement

Authorization to Amend a Contract with The Martin Group for Public Relations and Social Media Services and to Take Related Actions
VII. G. - Procurement of Consulting Services - The Martin Group FINAL - Page 317

H. U.S. Economic Development Administration Travel, Tourism & Outdoor Recreation Grant Subaward to the New York State Office of Parks, Recreation and Historic Preservation

Authorization to Enter into a Memorandum of Understanding with New York State Office of Parks, Recreation and Historic Preservation; and Authorization to Take Related Actions
VII. H. - EDA MOU - NYS Parks and Recreation FINAL - Page 322

I. U.S. Economic Development Administration Travel, Tourism & Outdoor Recreation Grant Subaward to the New York State Department of Environmental Conservation

Authorization to Enter into a Memorandum of Understanding (“MOU”) with New York State Department of Environmental Conservation; and Authorization to Take Related Actions
VII. I. - EDA MOU - NYS DEC FINAL - Page 327

J. New York City (New York County) – Contract Amendment for Freedom of Information Law Counsel Retained for the Pennsylvania Station Area Civic and Land Use Improvement Project

Authorization to Increase the Contract Amount and the Contract Term of the Existing Legal Services Contract with Hoguet Newman Regal & Kenney, LLP and Authorization to Take Related Actions
VII. J. - Contract Amendment - Hoguet Newman FINAL - Page 331

DRAFT - SUBJECT TO REVIEW AND REVISION

NEW YORK STATE URBAN DEVELOPMENT CORPORATION

d/b/a Empire State Development

Meeting of the Directors

633 Third Avenue

37th Floor Conference Room

New York, New York 10017

March 23, 2023

MINUTES

In Attendance

Kevin S. Law, Chair

Directors:

Hope Knight

Benson V. Martin – Designee - Superintendent - NYS Department
of Financial Services

Hilda Escher Rosario

Michael Rozen

Robert M. Simpson

John Wang

Present for ESD:

Kelly Baquerizo, Economic Development Program Specialist

Clayton Besch, Director - NYS Innovation Venture Capital Fund

Simone Bethune, Senior Project Manager & Coordinator of Projects

Matthew Bray, Treasurer

Silvia Codony, Assistant Vice President - New York Ventures

James Fayle, Regional Director – Central New York Region

Barry Greenspan, Economic Development Administrator

Felis Hochheiser, Director of Compliance

Douglas Janese, Senior Counsel

Heidi Knoblauch, Senior Director - Entrepreneurship Development

Elizabeth Lusskin, Executive Vice President - Small Business & Technology
Development

Allison, Madmoune, Regional Director – Mohawk Valley Region

Marcia Mitchell, Director - NYS Innovation Venture Capital Fund

Maria Mitchell, Senior Vice President - Life Sciences

Kathleen Mize, Deputy Chief Financial Officer and Controller

Amber Rangel, Vice President and Director - Workforce Development

Raymond Orlando, Chief Financial Officer

Martha Otero, Vice President - Entrepreneur Development and Operations

Rebecca Pellegrini, VP/Executive Director, RE Asset Management &
Moynihan Train Hall

Debbie Royce, Corporate Secretary

Ray Salaberrios, Senior Vice President – Div. of Small Business, Capital Access

Arden Sokolow, Executive Vice President - Real Estate Development
and Planning

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Robert Sweet, Regional Director – Southern Tier Region
Joseph Tazewell, Regional Director – New York City Region
Jennifer Tegan, Managing Director - NYS Ventures
Goldie Weixel, Deputy General Counsel
Kevin Younis, Chief Operating Officer

The meeting of the Directors of the New York State Urban Development Corporation (“UDC”) d/b/a Empire State Development (“ESD” or the “Corporation”) was called to order at 9:35 a.m. by Chair Law.

Chair Law noted that the meeting was being webcast and reminded everyone on the telephone to please mute their phones until they are speaking.

Chair Law then noted that the public had been given an opportunity to comment on the Agenda items by submitting their written comments by noon yesterday and that no comments were received.

Chair Law advised that the Directors were given the written materials in advance of today’s meeting and were free to ask questions at any time during the presentations.

Chair Law then asked the Directors whether anyone had any conflicts of interest to note on any of the Agenda items. Director Simpson noted that he would recuse himself from Item II. A. related to the Tech Garden Project; and Item II. B. related to Syracuse Build Capacity Project. Director Knight noted that she would recuse from Item II. G. related to the GJDC Capital Project.

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The Chair then called for a motion to approve the Minutes of the February 16, 2023 Directors' Meeting. There being no changes or corrections, upon motion duly made and seconded, the following Resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE FEBRUARY 16, 2023 MEETING OF THE DIRECTORS OF THE NEW YORK STATE URBAN DEVELOPMENT CORPORATION

RESOLVED, that the Minutes of the meetings of the Corporation held on February 16, 2023, as presented to this meeting, are hereby approved and all actions taken by the Directors presented at such meetings as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

* * *

Chair Law then called on Hope Knight, ESD's President and CEO, to provide the President's Report on the Corporation's most recent activities.

Next, Chair Law called on Kathleen Mize to present the Annual Operating Budget for the Fiscal Year 2023-2024.

Ms. Mize explained that in compliance with ESD's fiduciary responsibility and the Public Authorities Law, a request is being made to the Directors to approve ESD's Fiscal Year 2023-2024 Operating Budget.

Ms. Mize further explained that the approximately \$137.5 million budget includes operating costs associated with the administration and oversight of existing economic

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development programs and various Statewide real estate projects, as well as additional programs listed in Governor Hochul's proposed Fiscal Year 2023-2024 Executive Budget.

Ms. Mize noted that these initiatives require additional support, including federal funding, to allow for effective management and supervision by ESD staff.

Ms. Mize noted that the operating budget includes expenses associated with the administration of economic development programs and projects on behalf of the State but does not include any proposed programmatic State appropriations for specific programs that have been included in the Governor's proposed executive budget or prior years enacted budgets.

Ms. Mize further noted that the budget includes approximately \$79 million of total personal services expenses, including salaries and fringe benefits, which will allow ESD to successfully develop, launch and manage existing, new, and expanded programmatic portfolios with the staff required to do so.

Ms. Mize noted that the budget also includes approximately \$52.5 million for non-personal services and expenses, which will support occupancy costs, consultants, IT enhancements and communication, insurance, office services and staff professional development. There is also \$6 million for subsidiary operating support.

Ms. Mize noted that other subsidiary operating and capital budgets have been

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presented separately to their respective board members.

Ms. Mize further noted that Director approval is also requested for ESD’s non-programmatic capital expenses totaling approximately \$13.1 million, which includes support to move ESD applications and servers to the cloud to enhance its remote access and communication capabilities in a secure environment.

Ms. Mize noted that if any changes are required to the budget after the adoption of the State’s Fiscal Year 2023-2024 budget or any other time during the Fiscal Year, it will be brought to the Board for approval.

Lastly, Ms. Mize noted that preceding this meeting, the ESD Audit and Budget Committee reviewed the budget and recommended it for further approval by the full ESD Board.

Following the full presentation, the Chair called for any questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Annual Operating Budget - Authorization to Adopt the FY2023-24 Annual Operating Budget, Including Certain Subsidiary Operating Support and the FY2023-24 Annual Non-Programmatic Capital Expense Authorization and to Take Related Actions

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RESOLVED, that the Corporation hereby adopts the Corporation's FY2023-24 Annual Operating Budget, including certain subsidiary operating support and the FY2023-24 Annual Non-Programmatic Capital Expense Authorization, based upon the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"); and be it further

RESOLVED, that the proper corporate officers be, and they hereby are, authorized to take related actions as he or she may, in his or her sole discretion, deem necessary or proper to effectuate the foregoing.

* * *

Chair Law then called on Rebecca Pellegrini, VP/Executive Director, RE Asset Management & Moynihan Train Hall, to present the Operating and Capital budgets for the Moynihan Station Development Corporation for Fiscal Year 2023-2024.

Ms. Pellegrini explained that the Directors were being asked to approve the operating budget of \$408,360 for personal and non-personal services, as well as a request to authorize the capital budget in the amount of \$3,521,616.

Ms. Pellegrini further explained that the budget reflects a significant reduction for both the operating and capital budgets due to the status of the construction project, which achieved final completion over this past fiscal year.

Ms. Pellegrini noted that the budget reflects a transfer from the construction phase to ESD's ongoing role with the James A. Farley Condominium, which is the governing entity of the completed train hall, as well as costs related to the remaining ESD assets and obligations associated with New York State's role as the owner of the Train Hall facility.

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Following the full presentation, the Chair called for any questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK (NEW YORK COUNTY) – Penn Station - Farley Complex – Moynihan Station Civic and Land Use Improvement Project – Approval of FY 2023-24 (April 1, 2023 – March 31, 2024) Operating and Capital Budgets

RESOLVED, that on the basis of the materials submitted, a copy of which is ordered filed with the records of the Corporation, the Corporation does hereby authorize, approve, and adopt, subject to the availability of funds, the FY 2023-24 Operating and Capital Budgets for the Moynihan Project; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designees be, and each of them hereby is, authorized and directed to take all actions and execute all documents in connection with the establishment and implementation of the said Operating and Capital Budgets; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designees be, and each of them hereby is, authorized and directed to execute and deliver all documents and to take all related actions as each of them deems necessary or appropriate to effectuate the forgoing resolutions.

* * *

Next, Chair Law called on Ray Salaberrios, Senior Vice President – Div. of Small Business, Capital Access, to present the next item on the Agenda related to the State Small Business Credit Initiative New York Forward Loan Fund 2 for the Directors' consideration.

Mr. Salaberrios explained that the New York Loan Fund 2 will use federally allocated State Small Business Credit Initiative funds to provide \$45 million in lending capital that is

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matched by private capital to support lending to targeted small businesses and not-for-profit entities.

Mr. Salaberrios further explained that on May 29, 2020, ESD approved a grant of up to \$15 million to fund a loan loss reserve account that supported a \$100 million New York Forward Loan Fund.

Mr. Salaberrios noted that the loan fund was underwritten by five participating Community Development Financial Institutions (“CDFI’s”) and its creation was integral in New York’s COVID-19 recovery effort, which enabled the New York Forward Loan Fund to offer working capital loans to 1,719 small businesses, non-profits and small residential landlords that were impacted by COVID-19.

Mr. Salaberrios explained that the New York Forward Loan Fund 2, will provide direct lending capital of \$45 million to leverage private capital that will support and increase CDFI’s lending to targeted small businesses and non-profits.

Mr. Salaberrios further noted that the term of the loans, range from 36 to 60 months, and were in amounts of up to \$150,000 and will be used for payroll, operating and emergency maintenance, property taxes, utilities, rents, and supplies.

Mr. Salaberrios advised that the overall goal of the program is to offer affordable credit

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to small businesses while gaining as much private leverage as possible from the State's Small Business Credit Initiative dollars.

Following the full presentation, the Chair called for any questions or comments from the Directors. Director Escher asked how much and where, do businesses apply for the money.

Mr. Salaberrios stated that the maximum loan amount is \$150,000 and it's an on-line process that is user friendly. Director Escher then asked, how long the process takes and Mr. Salaberrios stated that the process takes an average of 30 days for some businesses to get approval.

Director Escher then asked if these were just MWBEs and Mr. Salaberrios stated that they are socially and economically disadvantaged individuals and businesses located in distressed communities.

Chair Law asked for clarification regarding where the funds were coming from noting that the Fund is \$90 million with \$45 million coming from federal funds and \$45 million coming from private equity. Mr. Salaberrios stated that the private capital is coming from a warehouse loan, which ESD expects to increase to \$300 million over a 10-year program.

Chair Law then asked if the lenders will be CDFIs or small business lenders from the community and Mr. Salaberrios responded that they would be CDFIs only.

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Director Wang asked if sole proprietors may apply and Mr. Salaberrios responded that, yes, sole proprietors can apply.

The Chair then called for any further questions or comments. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Statewide – Small Business Credit Initiative New York Forward Loan Fund 2 (“NYFLF2”) Findings and Determinations Pursuant to Section 10(g) of the New York State Urban Development Corporation Act (the “Act”); Authorization to Implement and Administer; Authorization to Make Loans; and Authorization to Take Related Actions

BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the New York State Urban Development Corporation d/b/a Empire State Development (the “Corporation”), relating to NYFLF2, the Corporation hereby determines pursuant to Section 10(g) of the Act, that there are no families or individuals to be displaced from the Project area; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) is hereby authorized to implement and administer NYFLF2 in accordance with federal State Small Business Credit Initiative guidelines and these Materials and to take such other actions as are necessary in order to effectuate the purposes of NYFLF2; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized to make individual loans, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the loans, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the loans as he or she may deem necessary or appropriate in the administration of the loans; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the execution and approval, in form satisfactory to ESD, of all documents and agreements that set forth, establish and/or in any manner pertain to the NYFLF2 Program, and/or any of the NYFLF2 Program requirements, (2) the approval of the Public Authorities Control Board, if applicable,

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(3) receipt of all other necessary approvals, and (4) the receipt of adequate funding for such assistance from the State of New York and the United States Department of the Treasury; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions, including without limitation, to make findings and hold public hearings that may be necessary pursuant to applicable law and to act on behalf of the Corporation to affirm, modify or withdraw any contemplated assistance as a result of testimony given at any such hearing, if necessary.

* * *

Chair Law then called on Elizabeth Lusskin, Executive Vice President - Small Business & Technology, to give the spotlight presentation related to the State Small Business Credit Initiative Progress.

Next, Chair Law called on James Fayle, Regional Director of ESD's Central New York Region, to present the next item on the Agenda for the Directors' consideration. Director Simpson re-stated that he was recused from the next two items and would be leaving the room.

Mr. Fayle then began and explained that the Directors were being asked to approve an Upstate Revitalization Initiative grant in the amount of \$16.6 million to CenterState CEO to be used for renovations, the purchase of furniture and equipment and soft costs to expand and upgrade The Tech Garden, which is a business incubator in the Central New York region.

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Following the full presentation, the Chair called for any questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, and stating Director Simpson recused himself from this item, upon motion duly made and seconded, the following Resolutions were unanimously adopted:

Syracuse (Central New York Region – Onodaga County) – The Tech Garden Capital – Upstate Revitalization Initiative (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the The Tech Garden Capital -- Upstate Revitalization Initiative (Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Centerstate Corporation for Economic Opportunity a grant for a total amount not to exceed Sixteen Million Six Hundred Thirty-Six Thousand Nine Hundred Twenty-Nine Dollars (\$16,636,929) from the Upstate Revitalization Initiative, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

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RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Syracuse (Central New York Region – Onodaga County) – The Tech Garden Capital – Upstate Revitalization Initiative (Capital Grant) – Determination of No Significant Effect on the Environment

RESOLVED, that based on the material submitted to the Directors with respect to the The Tech Garden Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Chair Law then called on Amber Rangel Mooney, Vice President and Director of Workforce Development, to present the next item on the Agenda for the Directors' consideration.

Ms. Rangel explained that the Directors were being asked to approve a release of funding for the Office of Strategic Workforce Development (“OSWD”), Pay-for-Performance Capacity Building Awards to CenterState Corporation for Economic Opportunity in the amount of \$264,000 to be used to support the Syracuse Build Pre-Apprenticeship Program.

Ms. Rangel further explained that this is the first project selected for the program that is being presented to the Board. OSWD has \$150 million in grant funds for two program tracks:

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\$35 million in a Workforce Capital Grant Program and \$115 million for the Pay-for-Performance Grant Program.

Ms. Rangel noted that the funding will be used to expand construction-related programs and provide wrap-around services to improve access for and outcomes of the training participants. The program will prepare residents for careers in the building trades and will increase access capacity and programming so that all residents of Syracuse can enter good paying construction careers.

Following the full presentation, the Chair called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, and stating Director Simpson has recused himself from this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Syracuse (Central New York Region – Onondaga County) – Syracuse Build Capacity Building Working Capital – Office of Strategic Workforce Development 2022-2023 Pay for Performance (Working Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Syracuse Build Capacity Building Working Capital -- Office of Strategic Workforce Development 2022-2023 Pay for Performance (Working Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

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RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Chair Law then called on Allison Madmoune, Regional Director of ESD's Mohawk Valley Region, to present the next item on the Agenda for the Directors' consideration.

Ms. Madmoune explained that the Directors were being asked to approve a Regional Council Capital Grant fund in the amount of \$500,000 to the Town of Oneonta Southside Water Project Capital project to be used to fund a portion of the cost to construct a municipal water supply and distribution system on the Southside.

Ms. Madmoune further explained that in 2013 the New York State Department of Health performed water testing in the town and determined that the water was not safe to drink, which affected businesses and residents along Route 23's corridor.

Ms. Madmoune noted that the Town applied for and was awarded a \$500,000 grant to construct two water supply wells and a 20x24 foot well control building to house a 500,000-gallon water storage tank. They also installed approximately 37,000 linear feet of piping, which will provide clean drinking water to residents and businesses along Route 23.

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Following the full presentation, Chair Law called for questions or comments from the Directors.

Chair Law asked for clarification as to why ESD is funding this project and not DEC, EFC or EPA but through the REDC. Ms. Madmoune responded that this project was initially an attraction project for more businesses along Route 23.

Chair Law then called for any further questions or comments. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolutions were unanimously adopted:

Regional Council Award - Oneonta (Mohawk Valley Region – Otsego County) – Town of Oneonta Southside Water Project Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the corporation relating to the Town of Oneonta Southside Water Project Capital – Regional Council Capital Fund (Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to the Town of Oneonta a grant for a total amount not to exceed Five Hundred Thousand

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Dollars (\$500,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Regional Council Award – Oneonta (Mohawk Valley Region – Otsego County) – Town of Oneonta Southside Water Project Capital – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

RESOLVED, that based on the material submitted to the Directors with respect to the Town of Oneonta - Southside Water Project Capital, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Chair Law then called on Robert Sweet, Regional Director of ESD’s Southern Tier Region, to present the next item on the Agenda for the Directors’ consideration.

Mr. Sweet explained that the Directors were being asked to approve an Upstate Revitalization Initiative grant in the amount of \$1 million to the City of Ithaca Fire Station to help facilitate the construction of a multi-story mixed use building in College Town. This project

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will put the property, which currently has a fire station, back on the tax rolls and increase economic development activity within that part of the City.

The Chair asked if the building was both residential and commercial and Mr. Sweet stated that it was and that the first floor is for commercial use and the upper floors are residential.

Chair Law then asked if the ESD funds will only be used for the commercial components of the project. Mr. Sweet stated that the ESD funds will be used to build the new fire station because the current fire station is being demolished.

Following the full presentation, Chair Law called for any further questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolutions were unanimously adopted:

Regional Council Award - City of Ithaca (Southern Tier Region – Tompkins County) – City of Ithaca Fire Station Capital – Upstate Revitalization Initiative (Capital Grant) – Findings and Determinations Pursuant to 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the City of Ithaca Fire Station -- Upstate Revitalization Initiative (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

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RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to City of Ithaca a grant for a total amount not to exceed One Million Dollars (\$1,000,000) from the Upstate Revitalization Initiative, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Regional Council Award – City of Ithaca (Southern Tier Region – Tompkins County) – City of Ithaca Fire Station Capital – Upstate Revitalization Initiative (Capital Grant) – Determination of No Significant Effect on the Environment

RESOLVED, that based on the material submitted to the Directors with respect to the City of Ithaca Fire Station Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

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Chair Law then called on Heidi Knoblauch, Senior Director of Entrepreneurship Development, to present the next item on the Agenda for the Directors' consideration.

Ms. Knoblauch explained that the Directors were being asked to approve a grant in the amount of \$765,000 to support the New York Business Plan Competition, also known as the NYBPC, which is run by the Capital Foundation of New York.

Ms. Knoblauch further explained that the grant will be distributed over five years and will be used for working capital costs and awards to student entrepreneurs.

Ms. Knoblauch noted that the NYBPC is an annual intercollegiate entrepreneurship competition where students are invited to compete with the entrepreneurial ventures. The competition includes teams from every region of New York, has been in operation since 2010, has served more than 6,000 students, and has helped launched hundreds of ventures.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

New Paltz (Mid-Hudson New York Region – Ulster County) – The Capital Foundation of New York – New York Business Plan Competition -- Local Assistance 2022-2023 Innovation Venture Competition Program (Working Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Capital Foundation of New York – New York Business Plan Competition Working Capital – Local Assistance 2022-23 Innovation Venture Competition Program (Working Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to The Capital Foundation of New York, Inc. a grant for a total amount not to exceed Seven Hundred and Sixty Five Thousand (\$765,000) from the Local Assistance 2022-23 Innovation Venture Competition Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Chair Law then called on Joseph Tazewell, Regional Director of ESD’s New York City

Region, to present the next two items on the Agenda for the Directors’ consideration.

The first project Mr. Tazewell presented involved a Regional Council Capital Fund grant in the amount of \$1.375 million to the New York City Department of Small Business Services to be used to fund a portion of the \$7.8 million cost to make infrastructure improvements for

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vehicular access to and from the Howland Hook Marine Terminal Facility and other freight related sites.

Mr. Tazewell noted that the project will improve Howland Hood Marine Terminal's traffic movements, reduce traffic backups, and enhance safety.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Regional Council Award – Staten Island (New York City Region – Richmond County) – Howland Hook Marine Terminal Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Howland Hook Marine Terminal Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive

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Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to New York City Department of Small Business Services a grant for a total amount not to exceed One Million Three Hundred and Seventy Five Thousand Dollars (\$1,375,000) from the Regional Council Capital Fund , for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

The second project Mr. Tazewell presented involved a Downtown Revitalization Initiative grant in the amount of \$1.65 million to the Greater Jamaica Development Corporation to be used for a portion of the \$11.5 million construction and equipping of an 18,000 square-foot workspace and training facility for between 75 and 100 local entrepreneurs and professionals.

Mr. Tazewell explained that the facility is called Greater Nexus and is one of seven projects awarded funding from the first round of the \$10 million Downtown Revitalization Initiative and was the nation's first Community Development Corporation.

Mr. Tazewell noted that Greater Jamaica Development owns and operates several

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commercial projects, including small office facilities, a food market and a public parking system and is involved in project design, pre-development planning, industrial retention, commercial revitalization, and a host of programs designed to improve the quality of life in Jamaica.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, and stating Director Hope Knight was recused from this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Jamaica (New York City Region – Queens County) – GJDC Capital – Downtown Revitalization Initiative (Capital Grant) – Findings and Determinations Pursuant to Sections 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the GJDC Capital – Downtown Revitalization Initiative (Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Greater Jamaica Development Corporation a grant for a total amount not to exceed One Million Six Hundred Fifty Thousand Dollars (\$1,650,000) from the Downtown Revitalization Initiative, for the purposes, and substantially on the terms and conditions, set forth in the

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materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Chair Law then called on Barry Greenspan from the Long Island Regional office to present the next item on the Agenda for the Directors' consideration.

Mr. Greenspan explained that the Directors were being asked to approve a Regional Council Capital Fund grant in the amount of \$275,000 to Long Island University to be used to expand a health professional teaching and lab learning space on the Brookville Campus.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Regional Council Award – Brookville (Long Island Region – Nassau County) – Long Island University Nursing Skills Lab Expansion Capital – Regional Council Capital Fund (Capital

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Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Long Island University Nursing Skills Lab Expansion Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Long Island University a grant for a total amount not to exceed two-hundred seventy-five thousand Dollars (\$275,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Chair Law then called on Kelly Baquerizo to present the next item on the Agenda related to the Market New York Program for the Directors' consideration.

Ms. Baquerizo explained that the Directors were being asked to approve a grant in the amount of \$627,600 to Integrated Community Alternatives Network, Inc., also known as ICAN and originally named Kids Oneida. It is a New York based not-for-profit care management agency with a mission of empowering individuals and families through visitation to the Utica Children's Museum.

Ms. Baquerizo noted that a portion of the grant will be used to fund a portion of the cost to renovate and construct a new operating facility for the Museum.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Statewide – Market New York Program (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Market New York Program Projects identified below (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as

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amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to a make a grant to the party and for the amount listed below from the Market New York program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written findings of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearings held on the Plan, such Plan shall be effective at the conclusion of such hearings, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make a grant to the parties and for the amount listed below from Market New York Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) receipt of funds; and be it further

Market New York Program

	Project Name	Project #	Grantee	Assistance Up To
	Market New York Program			

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A.	Utica Children’s Museum - Market NY Capital	132,714	Integrated Community Alternatives Network, Inc.	\$627,600
	TOTAL MARKET NY PROJECT - 1		TOTAL	\$627,600

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Chair Law then called on Simone Bethune, Senior Project Manager and Coordinator of Projects in Loans & Grants, to present the next item on the Agenda for the Directors’ consideration.

Ms. Bethune noted that these grants are commitments listed in the New York State budget that enhance State communities through cultural, educational research and civic organizations.

Ms. Bethune noted that these projects originate from the Governor or the New York State Assembly or Senate and ESD is named to administer the funding and does not select the recipients of the funds.

Ms. Bethune explained that the Directors were being asked to modify a previously approved \$15 million grant for an increase of \$4 million to The Council on the Environment, Inc. doing business as GrowNYC.

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Ms. Bethune further explained that in Fiscal Year 2016-2017, an allocation in the amount of \$15 million was made to GrowNYC from the New York Works Empire State Economic Development Fund to be used for a portion of the cost to construct the New York State Regional Food Hub, formerly known as Green Market Regional Food Hub in Hunts Point, Bronx, New York.

Ms. Bethune noted that on July 20, 2017, ESD Directors approved \$1,632,000 of the \$15 million award for costs associated with design and planning of the food hub and, on August 20, 2020, the Directors approved the remaining balance of \$13,368,000.

Ms. Bethune further noted that in May 2022, an additional \$4 million was sub-allocated under the Department of Agriculture and Markets by the Executive Chamber to cover unforeseen electrical costs necessary to complete the project, which will bring the total assistance to \$19 million.

Chair Law asked if both grants were “At the Direction Of” awards and Ms. Bethune responded that the original \$15 million was discretionary and the \$4 million is coming from an “At the Direction Of” award.

Following the full presentation, Chair Law called for any further questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was

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unanimously adopted:

Hunts Point (New York City Region – Bronx County) – GrowNYC Capital – Sub Allocation- Department of Agriculture and Markets (Capital Grant) - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed Modified General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of these materials, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Sub Allocation - Department of Agriculture and Markets Project identified below (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area(s); and be it further

RESOLVED, that the Corporation does hereby adopt the proposed Modified Capital Project (the “Project”) together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Project, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to GrowNYC Inc. a grant for a total amount not to exceed Four Million Dollars (\$4,000,000) from the Sub Allocation - Department of Agriculture and Markets for the purposes, and substantially on the terms and conditions, set forth in the materials, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written findings of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearings held on the Plan, such Plan shall be effective at the conclusion of such hearings, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make a grant to the parties and for the amount listed below from the Sub Allocation - Department of Agriculture and Markets, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem

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appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant;

Sub Agriculture & Markets Fund – Executive - Project Summary Table

	Project Name	Project #	Grantee	Assistance Up To
	Suballocation – Department of Agriculture & Markets (Executive)			
A.	GrowNYC Capital*	126,230/AB188	New York State Regional Food Hub, LLC d/b/a GrowNYC	\$4,000,000
	<i>*Request for Director’s Modification</i>			
	TOTAL Sub Ag & Mkts. PROJECT – 1		TOTAL	\$4,000,000

and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Chair Law then called on Martha Otero, Vice President of Entrepreneur Development and Operations, to present the next item on the Agenda for the Directors’ consideration.

Ms. Otero explained that the Directors were being asked to approve amending the Entrepreneurship Assistance Centers Program (“EAC”) eligibility matching requirements, reducing it from 100 percent to 20 percent of an entrepreneurship assistance center’s annual

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allocation and for the matching contribution to be 10 percent cash and 10 percent in-kind.

Ms. Otero noted that this change will improve the program by supporting the range of providers needed to serve the entrepreneurs and small businesses of New York State.

Ms. Otero further noted that the EACs provide business training, one-on-one counseling and technical assistance in multiple languages to encourage the formation of new businesses and strengthen the operations of existing businesses during the early stages of development.

Ms. Otero noted that the Omnibus Economic Development Law of 1987, Chapter 839, Part 41, established the application process for the program and was amended in 2019. The section pertaining to the program budget states, “A program budget including matching funds in kind and otherwise to be provided by the applicant.”

Ms. Otero noted that ESD has interpreted this provision as requiring EACs to provide matching funds at various levels, and for over 15 years on a one-to-one basis with 50 percent being in the form of cash and 50 percent in-kind for a 100 percent match, which has resulted in a loss of operators and qualified participants being discouraged from renewing and caused others to leave the network.

Lastly, Ms. Otero noted that the 100 percent match requirement undermines the ability of smaller organizations to partner with ESD to ensure that the EACs effectively service entrepreneurs and small business owners throughout the State.

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Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, and stating Director Escher was recused from this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Entrepreneurship Assistance Centers Program - Authorization to Amend the Entrepreneurship Assistance Centers Program Eligibility Matching Requirement and to Take Related Actions

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized to amend the Entrepreneurship Assistance Centers Program (the “Program”) eligibility matching requirement as set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer or her designee(s) may deem appropriate; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be and each of them hereby is, authorized to take such actions and make such modifications to any and all administratively determined (i.e., non-statutory) requirement(s) of the Entrepreneurship Assistance Program as he or she may deem necessary or appropriate in the administration of the Program; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of ESD to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Next, Chair Law called on Maria Mitchell, Senior Vice President of Life Sciences, to present the next item on the Agenda for the Directors’ consideration.

Ms. Mitchell explained that the Directors were being asked to approve two academic Biodefense Commercialization Fund Working Capital grants totaling \$823,517. The first is a

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grant to Cold Spring Harbor Lab, led by Dr. John Moses, in the amount of \$325,517 to be used to develop an antibiotic class that can provide an effective treatment for multi-drug resistant bacteria re-engineering and an FDA-approved drug.

The second grant, to Columbia University, led by Dr. David Brenner, in the amount of \$498,000 will be used to test the efficacy of Far-UVC light in reducing airborne disease transmission within public spaces.

Ms. Mitchell noted that both grantees have begun working on these grants and meet the required spending threshold for the initial disbursements.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Cold Spring Harbor (Long Island Region – Suffolk County) – New York (New York City Region – New York County) – Biodefense Commercialization Fund Grants – Life Science Initiative Fund (Working Capital Grants) – Authorization to Make Grants and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Biodefense Commercialization Fund Grants – Life Science Initiative Fund (Working Capital Grants) Project (the “Project”), that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make grants to the parties and for the amounts listed above from Biodefense Commercialization Fund Grants, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or

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her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grants, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grants; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Next, Chair Law called on Silvia Codony, Assistant Vice President of New York Ventures, to present the first of four items related to this program for the Directors' consideration.

First, Ms. Codony explained that as part of due diligence process, the New York State Innovation Ventures Fund staff and external Investment Advisory Committee have evaluated each of the companies being presented, their business plans, growth prospects, as well as the terms of the investments.

Next, Ms. Codony explained that the Directors were being asked to approve an investment of up to \$1 million in a Series A extension round to C16 Bioscience led by Breakthrough Energy Ventures.

Ms. Codony further explained that C16 Bioscience develops microbial oils to

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decarbonize the consumer products industry.

Chair Law asked if that when it's stated up to \$1 million, this means that the funds are given in tranches or is it that the overall investment goal is not set. Ms. Codony stated that there are two reasons why it's stated as "up to". She advised the first is because one is a price round, as in this case and the other occasion is where we are required to add matching funds.

Following the full presentation, Chair Law called for any further questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Innovation Venture Capital Fund ("NYSIVCF") - Authorization of an Investment of NYSIVCF Funds in C16 Biosciences, Inc.

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the New York State Innovation Venture Capital Fund, the Corporation is authorized to make an investment, in an amount not to exceed \$1,000,000 in C16 Biosciences, Inc. (the "Company") and to enter into agreements and related documentation with the Company and the investment entities named in the Materials in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to take such actions, including modifying the terms of the investment and entering into additional agreements with the Company and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in the Company; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget, if applicable; and be it further

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RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Next, Chair Law called on Clayton Besch, Director of the NYS Innovation Venture Capital Fund, to present the next item on the Agenda for the Directors' consideration.

Mr. Besch explained the Directors were being asked to approve an investment of up to \$80,000 to EkoStinger, Inc.'s \$2 million Series A Round, with the balance provided by other experienced investors.

Mr. Besch noted that EkoStinger is a Rochester-based startup that designs and manufactures aerodynamic products for the trucking industry. The use of these funds will help scale up production as well as building out their marketing team.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Innovation Venture Capital Fund - Authorization of an Investment of NYSIVCF Funds in EkoStinger, Inc.

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the New York State Innovation Venture Capital Fund, the Corporation is authorized to make an

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investment, in an amount not to exceed \$80,000 in EkoStinger, Inc. (the “Company”) and to enter into agreements and related documentation with the Company and the investment entities named in the Materials in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to take such actions, including modifying the terms of the investment and entering into additional agreements with the Company and others, as he or she may deem necessary or appropriate in the administration of the Corporation’s investments in the Company; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget, if applicable; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Next, the Chair called on Marcia Mitchell, Director of New York State Innovation

Venture Fund, to present the next item on the Agenda for the Directors’ consideration.

Ms. Mitchell explained that the Directors were being asked to approve an investment of up to \$450,000 in a Series BB financing round for Ursa Space Systems, Inc. to be used to fund Ursa at a break even projected in the first quarter of 2024.

Ms. Mitchell noted that New York State Innovation Ventures previously invested \$375,000 in the company’s Series B1 in May 2021 and \$1.8 million in the company’s Series B preferred stock in September 2019 for a total investment of \$2.175 million. As a result of these investments, New York Ventures will retain its pro rata ownership of 4.4 percent of Ursa on a

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fully diluted basis.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Innovation Venture Capital Fund - Authorization of an Investment of NYSIVCF Funds in Ursa Space Systems, Inc.

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the New York State Innovation Venture Capital Fund (the "Fund"), the Corporation is authorized to make an investment, in an amount not to exceed \$450,000 in URSA Space Systems, Inc. (the "Company") and to enter into agreements and related documentation with the Company and the investment entities named in the Materials in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to take such actions, including modifying the terms of the investment and entering into additional agreements with the Company and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in the Company; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget, if applicable; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Chair Law then called on Jennifer Tegan, Managing Director of New York State Ventures,

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to present the next item on the Agenda for the Directors' consideration.

Ms. Tegan explained that the Directors were being asked to approve a \$500,000 investment in Convertible Debt Financing round in MyndYou, Inc., a woman-led, New York City based Israeli company. New York Ventures has made a prior investment of \$1.5 million bringing the total investment to \$2 million.

Ms. Tegan noted that MyndYou is a software service company that provides a voice-based virtual care management system with natural language processing and sentiment complexity analysis to health insurance payers and health systems.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Innovation Venture Capital Fund - Authorization of an Investment of NYSIVCF Funds in MyndYou, Inc.

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the New York State Innovation Venture Capital Fund (the "Fund"), the Corporation is authorized to make an investment, in an amount not to exceed \$500,000 in MyndYou, Inc. (the "Company") and to enter into agreements and related documentation with the Company and the investment entities named in the Materials in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to

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take such actions, including modifying the terms of the investment and entering into additional agreements with the Company and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in the Company; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget, if applicable; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Chair Law then called on Doug Janese to present the ten Administrative Action items on the Agenda for the Directors' consideration.

The first item Mr. Janese presented related to the re-adoption of the Property Disposition Guidelines and the re-appointment of the Contracting Officer. He advised the Public Authorities Accountability Act requires the annual adoption of these guidelines, and it was noted that no changes have been made to them.

The second item Mr. Janese presented related to the adoption of revised guidelines for the use, awarding, monitoring and reporting of procurement contracts by ESD and its subsidiaries required by Section 2879 of the Public Authorities Law.

Mr. Janese noted that it is being recommended by staff that minor changes to clarify and better organize the guidelines to make them user-friendly, logical, and coherent while

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ensuring that ESD obtains goods and services in an open, accountable and transparent manner.

Mr. Janese further noted that the changes include permitting staff to utilize the federal general supply schedules to make purchases without competitive procurement provided those purchases are the best value for ESD; clarifying the submission process and opening procedures for bids and proposals that are received electronically that were adopted by the Board in last year's guidelines; providing new links to two new templates that are being provided to staff to help when doing competitive procurements; and updating and clarifying the contractor and supplier diversity requirements to make them more easily understood and utilized by staff.

The third item Mr. Janese presented involved the authorization to renew ESD's Corporate Insurance Policies. He explained ESD is required to purchase various types of insurance policies to protect board members, employees, assets, and subsidiaries from financial losses.

Mr. Janese explained that a preliminary estimate of ESD's 2023-2024 insurance premiums was estimated not to exceed approximately \$1,375,343.73 which is 17.4 percent higher than last year's total premium.

The fourth item was presented by Mr. Steve Gawlik, Vice President of Capital Projects. Mr. Gawlik explained that the Directors were being asked to approve the authorization to enter into a Memorandum of Understanding ("MOU") with the Erie County Stadium Corporation, to

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manage the State funds that are being used for the Erie County Stadium Project.

The fifth item Mr. Janese presented involved the Restoration Center Industrial project to adopt an amendment to the General Project Plan to modify the ground lease agreement; hold a public hearing; and a three-year extension of another modification to the ground lease agreement between UDC Commercial Center, Inc., a subsidiary of ESD and RDC Commercial Center Inc., a subsidiary of the Bedford Stuyvesant Restoration Corporation for property located in Brooklyn, known as Restoration Center.

The sixth item Mr. Janese presented related to the 120 Wall Street Civic Project, which involves an extension of a PILOT arrangement established 10 years ago to maintain an active not-for-profit center in Lower Manhattan. He noted the center allows for 100 percent of the value of the PILOT subsidy to flow directly to the not-for-profits occupying the building.

Mr. Janese noted that ESD holds the title to the building for the purpose of establishing the PILOT but has no other obligation. He stated the extension will be for an addition 20 years from the current 20-year term that expires in 2032 to a full 40-year term expiring in 2052.

The seventh item Mr. Janese presented involved a contract amendment with Hardwick Law Firm, LLC, which is an MWBE firm for general legal services and connections with transaction requirements for bond offerings and re-financings. He stated the contract term will be extended to allow them to continue to do the work they are currently doing on behalf of

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ESD.

The eighth item Mr. Janese presented involved a contract amendment with Knowledge Buildings, Inc. for the procurement of a developer for the database of economic initiatives to include other State agency projects.

Mr. Janese noted that the current contract is in the amount of \$612,750 and is due to expire in October. He explained the amendment would extend the contract term for an additional three years at a cost of \$756,800 plus a \$151,360 contingency for a total contract amount not to exceed \$1,520,910, which is funded through a New York State budget appropriation.

The ninth item Mr. Janese presented involved a contract amendment with WXY Architecture and Urban Design PC for design services related to the Creedmore Community Master Plan. He noted the modification would raise the maximum contract value and extend the contract term through the end of the calendar year.

The final item on the Agenda related to a contract renewal with Dun & Bradstreet for the firm's Market Insight Database for one year.

Mr. Janese noted that the total contract amount is \$566,584.95, with the cost being split between ESD and the New York State Department of Labor ("DOL"). He advised ESD is

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responsible for 35 percent and the DOL is responsible for 65 percent. He explained these services are being procured by ESD and DOL as a sole source provider because this database is unique and there is nothing else out there that could be used as an alternative.

Following the full presentation of the projects, the Chair called for questions or comments. Hearing none and noting that no comments were received from the public, upon motion duly made and seconded, the following Resolutions were unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT (the "Corporation") – Property Disposition Guidelines - Re-Adoption of Property Disposition Guidelines, Re-Appointment of Contracting Officer and Authorization to Take Related Actions

WHEREAS, the Corporation wishes to comply with Title 5-A of the Public Authorities Accountability Act ("Law") as amended by the Public Authorities Reform Act of 2009 which mandates that public benefit corporations annually prepare the Corporation's Guidelines regarding Disposition of Property (the "Guidelines") attached hereto; and

WHEREAS, the Corporation prepared the Guidelines in accordance with the Act as amended; and

WHEREAS, the Corporation has reviewed said Guidelines and found them to be satisfactory; and

WHEREAS, the Guidelines require the appointment of a Contracting Officer;

NOW, THEREFORE, IT IS HEREBY RESOLVED that in accordance in the materials presented to this meeting and ordered filed in the records of the Corporation, the Guidelines as amended are hereby adopted; and it is further

RESOLVED, that the Vice President - Contract Administration, ESD, (or any successor Vice President) is hereby re-appointed as Contracting Officer as required and set forth in the Guidelines; and it is further

RESOLVED, that the President and Chief Executive Officer, the Chief Financial Officer, the Treasurer or their designees be, and each of them hereby is, authorized and empowered to

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submit and file the Guidelines, as required by law, and to take such action and execute such agreements and instruments as he or she may consider necessary or desirable or appropriate in connection with the implementation of the Guidelines and to take related actions.

* * *

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT – ESD and Subsidiaries Procurement Guidelines – Adoption of Revised Guidelines for the Use, Awarding, Monitoring and Reporting of Procurement Contracts

BE IT RESOLVED, that on the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the proposed 2023 Guidelines for the Use, Awarding, Monitoring and Reporting of Procurement Contracts (“Guidelines”), a copy of which is attached to the Materials, be and hereby is approved and adopted as of April 1, 2023, and the President and Chief Executive Officer or her designee(s) is authorized to promulgate the Guidelines in electronic form and other media for the use of the staff of the Corporation and its subsidiaries, and to take such other and further action as may be deemed necessary or appropriate to effectuate the foregoing Resolution.

* * *

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT – Renewal of Corporate Insurance Policies - Authorization to Purchase Corporate Insurance Policies and to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby find the various insurance carriers to be responsible; and be it further

RESOLVED, that based upon the materials presented to the Directors at this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation, that the President and Chief Executive Officer of the Corporation or Chief Financial Officer or his/her designee(s) are hereby authorized, in the name and on behalf of the Corporation, to enter into all contracts, agreements and instruments, as the President and Chief Executive Officer of the Corporation or Chief Financial Officer or his/her designee(s) shall deem necessary or appropriate in connection with the purchase of the Corporation’s Directors & Officers Liability Insurance, Employment Practices Liability Insurance, Commercial General Liability Insurance, Auto Liability Insurance, Umbrella Liability Insurance, Property Insurance, Employee Crime & Dishonesty Insurance, Excess Crime Insurance, Accidental Death and Dismemberment Insurance, Cyber Insurance and Fine Arts Insurance for total FY2023-2024 annual premiums not to exceed \$1,375,343.73.

RESOLVED, that all actions heretofore taken on behalf of the Corporation regarding the

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replacement of the foregoing insurance policies are hereby approved, ratified and confirmed.

* * *

Town of Orchard Park (Western New York Region – Erie County) - Administration of Funding for the Erie County Stadium Corporation - Authorization to Accept Funding; Authorization to Administer Funding on Behalf of the Erie County Stadium Corporation; Authorization to Enter into a Memorandum of Understanding; and Authorization to Take All Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby adopts, affirms and ratifies the actions of the Erie County Stadium Corporation (“ECSC”) regarding the Erie County Stadium Civic Project (the “Project”); and be it further

RESOLVED, the Corporation is authorized to accept funding from New York State for Project related purposes (the “Funds”); and be it further

RESOLVED, that the Corporation is hereby authorized to accept and disburse the Funds on behalf of the ECSC for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a Memorandum of Understanding with ECSC to administer the Funds for the Project; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

New York City (Kings County) – Restoration Center Industrial Project - Adoption of Amendment to the General Project Plan (GPP); Authorization to Further Modify the Ground Lease Agreement with RDC Commercial Center Inc.; Authorization to Hold Public Hearing Thereon; and Authorization to Take Related Actions

RESOLVED, that based on the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the “Materials”), the Corporation does hereby adopt, for purposes of the public hearing required by the UDC Act and substantially on the terms and conditions described in the Materials: (1) the proposed modifications to the General Project Plan (“GPP”) for the Project; and (2) the proposed amendments to the term of

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the Ground Lease Agreement; and be it further

RESOLVED, that on the basis of the Materials, the Directors hereby find that there is no reasonable alternative to the proposed below market transfer that would achieve the same purpose of such transfer; and be it further

RESOLVED, that the President and Chief Executive Officer or authorized designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to take all such actions as are necessary or appropriate to schedule and hold such public hearings as required by the UDC Act or other applicable law (which hearings may be held simultaneously), including without limitation the providing, filing, or making available of copies of the Modified GPP and Ground Lease Agreement Amendments, the fixing of a date for such hearing, the publication of a notice of such public hearing as required by law and in accordance with procedures heretofore approved by the Corporation with respect to similar hearings, and the making of a report or reports to the Corporation on such hearing, oral or written comments received, or local municipality recommendation received, if any; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer or authorized designee(s) that no substantive negative testimony or comment on the Modified GPP or Ground Lease Agreement Amendment was received at the public hearing and that the requirements of the Public Authorities Reform Act have been complied with: (1) the GPP, as modified, and the findings previously made with respect thereto, shall be deemed affirmed and effective as of the conclusion of such hearing; and (2) the proposed amendments to the Ground Lease Agreement shall be deemed approved; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolutions.

* * *

New York City (New York County) – 120 Wall Street Civic Project – Adoption of Amendment to General Project Plan and Agreement of Lease; Authorization to Hold Public Hearing(s); and Authorization to Take Related Actions

RESOLVED, that, based on the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation relating to the 120 Wall Street Civic Project (the “Project”), the Corporation hereby adopts the proposed amendment to the Project’s General Project Plan and lease as set forth in the Materials (the “Proposed Amendment”) for purposes of the public hearing(s) required by the UDC Act; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her authorized designee(s), be, and each of them is, hereby authorized and directed, in the name of and on

DRAFT - SUBJECT TO REVIEW AND REVISION

behalf of the Corporation, to take all such actions as may be necessary or appropriate to schedule and hold such public hearing(s) as required by the UDC Act or any other applicable law (which hearings may be held simultaneously), including, without limitation, the providing, filing, or making available of copies of the Proposed Amendment, the fixing of a date for such hearing(s), the publication of a notice of such public hearing(s) as required by law and in accordance with procedures heretofore approved by the Corporation with respect to similar hearings, and the making of a report or reports to the Corporation on such hearing(s), oral or written comments received, or local municipality recommendation received, if any; and be it further

RESOLVED, that, upon written finding of the President and Chief Executive Officer or her authorized designee(s) that no substantive negative testimony or comment on the Proposed Amendment was received at the public hearing and that the requirements of the Public Authorities Accountability Act have been complied with: (a) the Proposed Amendment shall be deemed approved and effective as of the conclusion of such hearing; and (b) the President and Chief Executive Officer or her authorized designee(s) be, and each of them hereby is, authorized and directed to execute, on behalf of the Corporation, substantially on the terms and conditions set forth in the Materials, Project documents as amended by the Proposed Amendment; and be it further

RESOLVED, that the President and Chief Executive Officer or her authorized designee(s) be, and each of them hereby is, authorized and directed in the name of and on behalf of the Corporation to execute and deliver any and all such documents and to take all such related actions as may be necessary or appropriate to effectuate the foregoing resolutions.

* * *

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Procurement of Legal Services - Authorization to Amend the Contract with Hardwick Law Firm, LLC for General Legal Services in Connection with Transaction Requirements for Bond Offerings and Re-Financings; and Authorization to Take Related Actions

RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation (the “Materials”), the Corporation hereby finds Hardwick Law Firm, LLC (“Counsel”) to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend the existing contract to extend its term through May 2023, for the purposes and services, and substantially on the terms and conditions, as set forth in the Materials, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds; and be it further

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RESOLVED, that the President and Chief Executive Officer and her designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing.

* * *

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a/ EMPIRE STATE DEVELOPMENT – Procurement of Developer for Database of Economic Initiatives - Authorization to Amend a Contract with Knowledge Builders, Inc., to Provide Services to Expand Economic Incentives Database and to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Knowledge Builders, Inc. to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend the contract with Knowledge Builders, Inc. for an additional amount not to exceed NINE HUNDRED EIGHT THOUSAND ONE HUNDRED SIXTY DOLLARS (\$908,160) for a total new contract amount not to exceed ONE MILLION, FIVE HUNDRED TWENTY THOUSAND, NINE HUNDRED TEN DOLLARS (\$1,520,910) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Procurement of Consultant Services - Creedmoor Community Master Plan - Authorization to Enter into a Contract Amendment with WXY Architecture + Urban Design P.C. for Design Services; and Authorization to Take Related Actions

RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation (the “Materials”), the Corporation hereby finds WXY Architecture + Urban Design P.C. (the “Firm”) to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend the current Contract with the Firm for the purposes and services, and substantially on the terms and conditions set forth in the Materials presented to this meeting, with such changes and the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate; and be it further

DRAFT - SUBJECT TO REVIEW AND REVISION

RESOLVED, that the President and Chief Executive Officer, or her designee(s), be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation, to execute and deliver any and all documents and to take all actions as may be necessary or appropriate to effectuate the foregoing.

* * *

NEW YORK STATE URBAN DEVELOPMENT d/b/a EMPIRE STATE DEVELOPMENT – Dun & Bradstreet Inc. Contract Renewal - Authorization to Enter into a Contract Renewal with Dun & Bradstreet Market Insight for Business Resource Services; and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Dun & Bradstreet, Inc. (“D&B”) to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with D&B for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

Following the presentation and noting there was no further business, the meeting was adjourned at 11:22 a.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Statewide – Market New York Grant Program

REQUEST FOR: Authorization to Update Guidelines; and Authorization to Take Related Actions

I. Project Summary

Grantees: Entities that may apply for funding include not-for-profit corporations, municipalities, Tourism Promotional Agencies (TPAs), public benefit corporations and for-profit companies. Individuals, SUNY schools and NYS agencies are not eligible to apply for this grant.

Location: Statewide

Project Team:

Origination:	Ross Levi/Kelly Baquerizo
Legal:	Antovk Pidedjian
Contractor & Supplier Diversity:	Danielle Adams
Environmental:	Soo Kang

The New York State Market New York Grant Program (the “Program”) was created to strengthen tourism and attract visitors to New York State by promoting destinations, attractions and special events. Funding is available for tourism marketing initiatives, capital/construction projects and the recruitment and/or execution of special events, including meetings, conferences, conventions, festivals, agritourism/craft beverage events, athletic competitions and consumer and industry trade shows. The Market New York program and each funded proposal will work to support the long-term strategic plans for economic growth as put forth by the Regional Economic Development Councils (REDCs).

Over the past twelve years Market New York has made available a total of up to \$15 million per year for tourism related projects including grants for capital and construction (up to \$8 million) and tourism marketing/working capital projects (up to \$7 million).

Program announcement, guidelines and application are expected to be made available in May as part of the Consolidated Funding Application (CFA) process, and contingent on funding

appropriation. The application period is expected to close at the end of July 2023, with most of the projects being completed within a two-year time period.

II. Program Guidelines

Staff requests authorization to prepare and publish updated guidelines for the implementation and administration of the Program (the “Guidelines”) to encourage higher quality level of project submission. The Guidelines would set forth the criteria for determining eligibility of applicants, submission requirements and methods of grant disbursements.

Applicants would be required to be in operation at the time of application, demonstrate that their project is tourism related, and demonstrate a minimum 50% match for working capital/marketing projects and a minimum 80% match for capital construction projects.

The minimum award for working capital/marketing is set at \$50,000 and capital/construction grants at \$150,000. There is no cap established for maximum awards for each applicant/grantee.

Changes to the Guidelines are anticipated to include:

- Working Capital/Marketing minimum award request increased from \$25K to \$50K.
- Working Capital and Capital Grants may not be awarded to the same grantee in the same round unless the capital project is substantially underway and/or partially completed.
- Preference for projects that align with current year’s tourism strategy.
- Additional guidance to applicants on how to better prepare a successful project plan.

III. Statutory Basis

The Program is contingent on funding in the Fiscal Year 2023-24 New York State Budget.

IV. Environmental Review

ESD staff has determined that the requested authorization to adopt Program guidelines and make Program grants constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

V. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Articles 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned business enterprises (MWBES) in the performance of ESD projects. The Grantees shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve MWBE

Participation. In addition, ESD's MWBE Participation/Equal Employment Opportunity Policy will apply to this Program. Specific goals related to the total value of ESD's funding will be established on a grant-by-grant basis.

VI. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VIII. Additional Submissions to Directors

Resolutions

April 20, 2023

Statewide – Market New York Grant Program – Authorization to Update Guidelines; and
Authorization to Take Related Actions

BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the New York State Urban Development Corporation d/b/a Empire State Development (“the Corporation”), relating to the Market New York Program (the “Program”), the Corporation hereby authorizes staff to update guidelines for the Program, consistent with the materials presented to this meeting and authorizes the President and Chief Executive Officer of the Corporation, or her designee(s), to amend, from time to time, such guidelines (such guidelines, as they may from time to time be amended, the “Guidelines”), as he or she deems necessary or appropriate to effectuate the purposes of the Program; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) is hereby authorized to accept grant applications pursuant to the Program in accordance with the Guidelines and these Materials and to take such other actions as are necessary in order to effectuate the purposes of the Program; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, (2) receipt of all other necessary approvals, and (3) the receipt of adequate funding for such assistance from the State of New York; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions, including without limitation, to make findings and hold public hearings that may be necessary pursuant to applicable law and to act on behalf of the Corporation to affirm, modify or withdraw any contemplated assistance as a result of testimony given at any such hearing, if necessary.

* * *

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Mid-Hudson Region – Mid-Hudson Momentum Fund (Capital Grants)

REQUEST FOR: Authorization to Implement and Administer; Findings and Determinations Pursuant to Section 10(g) of the New York State Urban Development Corporation Act, as Amended (the “Act”); Authorization to Adopt Guidelines; and Authorization to Take Related Actions

I. ESD Directors’ Summary

The Directors are requested to authorize the implementation and administration of the Mid-Hudson Momentum Fund (the “MHMF”, the “Fund”, or the “Program”) and the adoption of the Program’s guidelines. The Fund includes \$150M as part of an appropriation from the FY 2022-2023 New York State Budget to support investments in infrastructure, transit-oriented development (“TOD”), and mixed-use housing projects throughout the seven counties that make up the Mid-Hudson Region, including Dutchess, Orange, Putnam, Rockland, Ulster, Sullivan, and Westchester. The MHMF will specifically focus on addressing the strain caused by the population increase due to COVID.

Empire State Development (“ESD”) will administer the MHMF and coordinate the project selection process, application administration, and ongoing reporting by awardees. The Mid-Hudson Regional Economic Development Council (the “MHREDC”) will perform an initial review and make recommendations to ESD based on each application’s alignment with the MHREDC Regional Strategy.

II. Background

The seven counties that make up the Mid-Hudson Region have become a top destination for both tourists and new permanent residents. With regional housing stock availability being at an all-time low exacerbated by COVID, there is a pressing need for new development to support the population growth. To help assist with increased regional demand, \$150M has been allocated to support investments in infrastructure, TOD, and mixed-use housing projects, all of which will lead to increases in housing density, sustainability, and mobility.

The Fund will focus on projects that are consistent with the goals and priorities outlined in the MHREDC's Regional Strategy. Ideal projects will have some or all of the following attributes including 1) community support, 2) will result in increased affordable housing units, 3) leverage non-State investment, 4) are financially sound, and 5) can begin quickly.

ESD will administer the MHMF and will coordinate the project selection process, application administration, and ongoing reporting by awardees. The MHREDC will review applications and recommend projects to ESD that are in line with the MHREDC Regional Strategy.

III. Program Guidelines

Staff have prepared the guidelines attached hereto for the implementation and administration of the Program (the "Guidelines"). The Guidelines set forth the criteria for determining eligibility of applicants. The Guidelines also provide the various Program and submission requirements and describe methods of grant disbursements. It is expected that the Guidelines may be amended from time to time to address specific Program needs.

IV. Statutory Basis

The funding was authorized in the FY 2022-2023 New York State Budget.

V. Environmental Review

ESD staff has determined that the requested authorization to adopt the Guidelines constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization.

VI. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Articles 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned business enterprises ("MWBEs") in the performance of ESD projects. The Grantees shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve MWBE Participation. In addition, ESD's MWBE Participation/Equal Employment Opportunity Policy will apply to this project. Specific goals related to the total value of ESD's funding will be established on a grant by grant basis.

VII. ESD Employment Enforcement Policy

No Benefit-Cost Analysis ("BCA") is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Requested Actions

The Directors are requested to: authorize the implementation and administration of the Program; make findings and determinations pursuant to Section 10(g) of the Act; authorize the adoption of Program guidelines (attached hereto) for the implementation and administration of the Program; and authorize the taking of related actions.

X. Recommendation

Based on the foregoing, I recommend that the requested actions be approved.

XI. Attachments

Resolution
Mid-Hudson Momentum Fund Guidelines

April 20, 2023

Mid-Hudson Region – Mid-Hudson Momentum Fund (Capital Grants) – Authorization to Implement and Administer; Findings and Determinations Pursuant to Section 10(g) of the New York State Urban Development Corporation Act, as Amended (the “Act”); Authorization to Adopt the Guidelines; Authorization to Take Related Actions

BE IT RESOLVED, that the New York State Urban Development Corporation d/b/a Empire State Development (the “Corporation”) hereby authorizes the implementation and administration of the Mid-Hudson Momentum Fund (the “Program”), substantially as described in the materials presented in this meeting (the “Materials”), a copy of which is ordered filed with the records of the Corporation; and be it further

RESOLVED, that on the basis of the Materials the Corporation hereby determines pursuant to Section 10 (g) of the Act that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation hereby adopts the guidelines for the Program, a copy of which has been presented to this meeting and is included in the Materials, and authorizes the President and Chief Executive Officer of the Corporation, or her or his designee(s), to amend, from time to time, such guidelines (such guidelines, as they may from time to time be amended, the “Guidelines”) as he or she deems necessary or appropriate to effectuate the purposes of the Program; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her or his designee(s) is hereby authorized to accept grant applications pursuant to the Program in accordance with the Guidelines and these Materials (each such grant for the Program being hereby authorized) and to take such other actions as are necessary in order to effectuate the purposes of the Program; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, (2) receipt of all other necessary approvals, and (3) the receipt of adequate funding for such assistance from the State of New York; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation, or her or his designee(s), be and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all action as he or she may in his or her sole discretion consider to be necessary or appropriate to effectuate the foregoing resolutions.

* * *

Guidelines for Financial Assistance

Empire State Development Mid-Hudson Momentum Fund



State of New York
Kathy Hochul, Governor

Empire State Development
President and CEO Hope Knight

As of April 2023

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- VI. Grant Amounts
- VII. Documentation Requirements and Ethics Disclosures
- VIII. Scoring and Project Review / Evaluation / Funds Disbursement

I. Overview and Background

The Mid-Hudson Region has become a top destination for both tourists and new permanent residents. With regional housing stock availability being at an all-time low due to COVID-19, there is a pressing need for new development to support the population growth. To that end, \$150M has been allocated to support investments in infrastructure, transit-oriented development (TOD), and mixed-use housing projects throughout the seven counties that make up the Mid-Hudson Region (Dutchess, Orange, Putnam, Rockland, Ulster, Sullivan, and Westchester). This new fund is referred to as the “Mid-Hudson Momentum Fund” (“MHMF”, “the Program”, or “the Fund”).

The Fund will focus on projects that will have lasting impacts in the Mid-Hudson Region and are consistent with the goals and priorities outlined in the Mid-Hudson Regional Economic Development Council’s Regional Strategy. Ideal projects will have some or all of the following attributes including:

- 1) Community support.
- 2) Will result in increased affordable housing units.
- 3) Leverage non-State investment.
- 4) Are financially sound.
- 5) Can begin quickly.

Empire State Development (ESD) will administer the MHMF and coordinate the project selection process, application administration, and ongoing reporting by grantees. The Mid-Hudson Regional Economic Development Council (MHREDC) will perform an initial review of applications and make recommendations to ESD based on each applications alignment with the MHREDC Regional Strategy.

II. Definitions

- “Affiliate” shall mean any person or entity that directly or indirectly controls or is controlled by or is under common control or ownership with the specified party.
- “Applicant” shall mean the entity that is applying for ESD financial assistance.
- “Beneficiary” shall mean an entity who may occupy the project or in some way “benefits” from the financial award.
- “Eligible Area” shall mean the counties of Dutchess, Orange, Putnam, Rockland, Ulster, Sullivan, and Westchester in New York State.
- “Affordable Housing Units” shall mean permanent housing that is affordable to low-and moderate-income households, such that the new housing achieves income averaging at or below fifty percent of the area median income, with residents’ eligibility capped at a maximum of eighty percent of the area median income at the start of their lease.
- “Mixed-Use Housing Project” shall mean buildings that include a combination of commercial, office, retail, and residential uses.
- “Transit-Oriented Development Project” shall mean projects that support the creation of compact, mixed-use communities near transit where residents enjoy easy access to jobs and services.
- “Grantee” or “Recipient” shall mean the party or parties awarded Program funds.
- “MWBE” shall mean a business that has been certified and currently holds a NYS certification as a minority and/or woman owned business.
- “MWBE goal” shall mean a specific goal as a percentage, and/or dollar amount of the NYS grant which shall be awarded to a certified MWBE.
- “Related Party” shall mean: (i) the party’s spouse, (ii) natural or adopted descendants of the party or of the spouse, (iii) any sibling of the party or of the spouse, (iv) the son-in-law, daughter-in-law, brother-in-law, sister-in-law, father-in-law, or mother-in-law of any of the foregoing, (v) any person sharing the home of any of the foregoing, (vi) any staff member, employee, director, officer or agent of the party, and (vii) Affiliates or subcontractors of the party.
- “The MHREDC” shall mean the Mid-Hudson Regional Economic Development Council (the “Regional Council”).

- “The MHREDC Regional Strategy” shall mean the document(s) approved by the REDC that serve as an economic blueprint for the region. These documents can be found at <https://regionalcouncils.ny.gov/mid-hudson>

III. Allocation of Funds

The Mid-Hudson Momentum Fund, totaling \$150M, will be allocated into two categories as follows:

1. **Mixed-Use Housing/TOD Projects** – up to \$75M to support mixed-use housing and/or TOD projects.
2. **Essential Infrastructure Projects** – up to \$75M to fund infrastructure projects that support housing projects, increase housing density or support TOD projects.

Mixed-Use Housing/TOD Projects (\$75M)

To foster regional development, \$75M will be allocated from the MHMF to support transformational mixed-use housing projects and/or TOD projects. These catalytic developments may be multi-year projects but must be either ready to commence construction within two years of being selected for funding or be completed within six years. These projects should support TOD projects and/or mixed-use housing projects with additional funding. These projects must be able to develop or redevelop communities by helping to support additional growth. Projects should support distressed communities and disadvantaged populations by providing increased access to housing options throughout the region. Applicants are encouraged to reuse renovated building materials, to recycle construction related materials, and to utilize building materials with recycled content in projects to the extent practicable. ESD is able to provide no-cost technical assistance to applicants interested in pursuing recycling options, following the award of funds.

Essential Infrastructure Projects (\$75M)

To support the population growth throughout the Mid-Hudson region, \$75M will be allocated from the Fund to support essential infrastructure projects that show a defined connection to housing projects or increasing housing density for a particular community. This could include new system installations or upgrades for water, roads, green renewable technologies (e.g. EV charging stations) or other similar costs. Applicants for infrastructure projects funding must draw a clear connection between the project and the support of increased housing or TOD projects. These projects may be multi-year projects but must be either ready to commence construction within two years of being selected for funding or be completed within six years.

IV. Eligible Applicants (For Both Categories)

- Not-for-profits
- Municipalities
- Public Benefit Corporations (Including IDAs and LDCs)
- For-profit companies

Eligible Projects and Uses of Funds (For Both Categories):

- Construction, expansion, and rehabilitation of facilities
- Equipment/Machinery
- Infrastructure and site development
- Design/engineering related to construction

Ineligible Projects (For Both Categories):

- Residential with no other uses at the project location*
- Casino or gambling institutions
- Legal services
- Medical and Nursing services**
- Retail firms with no other eligible components
- Refinancing

*A project that is a stand-alone residential development is not eligible but a mixed-use development which includes a residential component is eligible.

**A project that provides medical services only is not eligible, but a project to expand research and development at a location that might also provide medical services could be eligible.

Applicants are strongly urged to contact Mid-Hudson ESD staff to discuss a potential projects eligibility and compliance with program parameters.

V. Project Selection Criteria

Transformative projects will be scored based on the following criteria:

Mixed-Use Housing Projects/TOD Projects:

- Alignment with the MHREDC strategy.
- Number of affordable housing units being created.
- Ability to leverage prior NYS investment.
- Amount of leveraged non-state funding sources, including demonstration that at least 50 percent of non-state funds are utilized.
- Demonstrated local government and/or community support (if site plan approvals necessary process should be underway).
- Housing that will support distressed communities and disadvantaged populations by providing increased access to housing options throughout the region.
- Demonstrated ability to complete projects in a timely manner.
- Project must be either ready to commence construction within two years of being selected for funding or be completed within six years.

Essential Infrastructure Projects:

- Alignment with the MHREDC strategy.
- Either new system installations or upgrades for water, roads, green renewable technologies (e.g. EV charging stations) or other similar costs.
- Must demonstrate a connection to increased housing density and/or TOD projects
- Ability to leverage prior NYS investment.
- Amount of leveraged non-state funding sources, including demonstration that at least 50 percent of non-state funds are utilized.
- Demonstrated local government and/or community support (if site plan approvals necessary process should be underway).
- Demonstrated ability to complete projects in a timely manner.
- Project must be either ready to commence construction within two years of being selected for funding or be completed within six years.

VI. Grant Amounts

- Competitive awards -
 - Minimum Award Amount - \$2.5M
 - Maximum Award Amount - \$10M
 - As noted previously, 50 percent of total project costs must be sourced from non-state funds. For example, a \$5M MHMF award would support a minimum \$10M total project.

ESD fully understands that in many cases, smaller projects can still be meaningful investments, and there are dedicated funding sources for such smaller projects. Applicants that do not qualify for the MHMF are encouraged to contact ESD regarding resources for such smaller projects.

VII. Documentation Requirements and Ethics Disclosure

Any interested applicant must fill out an ESD application for Financial Assistance [will add link to fillable PDF]. The application must be signed and notarized, and the basis of an award decision will be information contained in this application. In addition, all applicants will be required to complete and sign a Disclosure and Accountability Certification clearly noting any conflicts of interest. The applicant's signed application will acknowledge that intentional submission of false or misleading information may constitute a felony under Penal Law.

The application will require information including but not limited to a concise project description, project location, evidence of site control, a schedule of measurable milestones, and financial information including: an organizational chart and list of owners, affiliates, related parties, and beneficiaries.

Applicants may be required to submit financial information such as tax returns, audited financial statements, and in some cases financial projections and a business plan.

VIII. Scoring and Project Review / Evaluation / Funds Disbursement

Applicants will submit an application to ESD. The applicant may be asked to make a presentation at which time they can describe the project and take questions from MHREDC members and ESD staff.

It is the goal of ESD to provide award notification approximately 60 to 90 days after an application is submitted. Projects may not commence until such award notice is received and acknowledged in writing. Projects that commence prior to such award notice could be deemed ineligible. These taxpayer funds are an inducement to proceed with a project and an applicant proceeding prior to receiving an award notice will void any potential funding.

The ESD award notification will outline the terms and conditions of the award and will include an MWBE utilization goal for every award. The applicant will be required to submit to ESD an MWBE utilization plan and ESD staff will work closely with awardees to meet the MWBE goals.

The grantee of a project which includes affordable housing units shall be solely responsible for verification of compliance with the requirements set forth herein. The grantee shall be required to file an annual declaration confirming that the property containing affordable housing units has been inspected and has been found to have been maintained in good operating order and condition. Such declaration shall further state that incomes of tenants of affordable housing units have been verified and have been found to qualify for such housing in accordance with the requirements set forth herein. Additional requirements for affordable housing units shall be further defined in the Grant Disbursement Agreement. ESD reserves the right to full or partial recapture of affordable housing awards should the grantee fail to comply with such requirements.

ESD funds, in general, can only be disbursed upon the completion of all construction and issuance of a Certificate of Occupancy. All applicants are expected to secure adequate bridge or construction financing which can only be reimbursed by ESD subject to ESD board approval, any and all necessary public hearings and approvals and the availability of funds. Following ESD board approval the applicant will receive a Grant Disbursement Agreement outlining disbursement conditions.

Additional Resources

Please contact ESD Mid-Hudson Regional Office at 845-567-4882 for questions.

Empire State Development Mid-Hudson Momentum email: momentum@esd.ny.gov

MHREDC website to view regional strategy: <https://regionalcouncils.ny.gov/mid-hudson>

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: ConnectALL Office – Affordable Housing Connectivity Program Guidelines

REQUEST FOR: Adoption of Affordable Housing Connectivity Program Guidelines; and
Authorization to Take Related Actions

I. BACKGROUND

The ConnectALL Initiative, announced by the Governor in January 2022, is an ambitious set of programs and activities aimed at addressing New York State’s digital divide, transforming the state’s digital infrastructure, and ensuring that all New Yorkers have access to reliable and affordable high-speed broadband internet service. ConnectALL programs are designed and administered by the ConnectALL Office (CAO), which is within the New York State Urban Development Corporation d/b/a Empire State Development (“ESD” or the “Corporation”).

As part of the ConnectALL Initiative, CAO, in consultation with NYS Homes and Community Renewal (HCR), is offering the Affordable Housing Connectivity Program (AHCP), aimed at improving broadband access in affordable housing rental units, by providing funding to deploy new and/or upgraded open-access fiber-based broadband infrastructure to and within affordable housing properties. Program funding will provide fiber drops, new/upgraded in-building wiring, and additional network components and equipment required to deliver upgraded broadband service to residents of affordable housing properties. By subsidizing deployment of open-access fiber and in-building wiring to and within affordable housing properties, the AHCP will connect thousands of households to reliable, affordable, high-speed fiber-based broadband service. The program will increase affordability of service options by changing broadband delivery economics for Property Owners and Internet Service Providers (ISPs) and by ‘lowering the barrier for ISPs to access broadband infrastructure to and within these properties for the purposes of providing service to end-users.

II. STATUTORY BASIS

Section 16-GG*2 of the New York State Urban Development Corporation Act (“UDC Act”), Chapter 174 of the Laws of 1968, as amended, establishes the Division of Broadband Access, with the stated goal to “assist in ending the digital divide, supporting a more robust and competitive internet marketplace, and carrying out other actions to ensure universal access to high-speed,

reliable, and affordable broadband.” See UDC Act, §16-GG*2(1). The statute also establishes the ConnectAll digital equity grant program “to support individuals to have the information technology capacity needed for full participation in society and the economy, including the effective implementation of a State Digital Equity Plan or any successor plan.” See UDC Act, §16-GG*2(10). Section 15-GG*2(5) authorizes the adoption of any necessary rules, regulations, or guidelines to effectuate these statutory purposes.

III. AFFORDABLE HOUSING CONNECTIVITY PROGRAM GUIDELINES

The AHCP Guidelines articulate the proposed governing standards that the ConnectALL Office will implement to run the AHCP. The program will provide grant funding directly to Broadband Infrastructure Owners, Broadband Infrastructure Builders, Internet Service Providers, and Managed Service Providers to construct and install: 1) last-mile infrastructure to affordable housing properties; 2) fiber drops to affordable housing properties; and/or 3) equipment and wiring within the building to enable in-unit broadband service. The AHCP shall make available financial assistance in the form of one-time grants for use by Applicants.

Grantees selected to deploy infrastructure in affordable housing properties will be responsible for coordinating directly with property owners or their representatives to determine an agreed-upon project deployment schedule, securing access to facilities for installation work, and liaising with residents to ensure access to residential units as needed for installations. The ConnectALL Office may offer support and may facilitate the provision of technical assistance to guide coordination efforts between property owners and grantees such as a target deployment schedule, sample roles and responsibilities for each party, communication method recommendations, proposed inspection and completion verification procedures, and process remedies.

The design of this program has been informed by a comprehensive research and program development effort involving input from HCR, the New York City Department of Housing Preservation and Development (HPD), the New York State Association for Affordable Housing (NYSFAH), public and non-profit housing organizations and other stakeholders to identify and quantify the broadband access and digital equity challenges specific to affordable housing properties.

IV. ENVIRONMENTAL REVIEW

ESD staff has determined that the requested adoption of AHCP Program Guidelines constitutes a Type II action as defined by the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with this approval.

V. REQUESTED ACTION

The Directors are being asked to adopt the attached AHCP Guidelines, and authorize the taking of related actions.

Attachments

Resolution

Affordable Housing Connectivity Program Guidelines

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT – ConnectALL Office – Adoption of Affordable Housing Connectivity Program Guidelines, and Authorization to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the “Materials”), relating to the Affordable Housing Connectivity Program Guidelines (the “Guidelines”), the Guidelines are hereby approved and adopted; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to take such action and execute such agreements and instruments as he or she may consider necessary or desirable or appropriate in connection with the implementation of the Guidelines and to take related actions.

* * *

DRAFT – SUBJECT TO BOARD APPROVAL

Grant Program Guidelines
New York State’s Affordable Housing Connectivity Program (AHCP)

April 2023

State of New York

Kathy Hochul, Governor

Empire State Development

ConnectALL Office



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A. Definitions

In these guidelines, the terms below shall have the following meanings:

- "Affordable Connectivity Program" (ACP) shall mean the Federal Communications Commission's federal subsidy program which provides a monthly discount for internet service subscription costs and a one-time discount for an internet-enabled device for eligible households.
- "Affordable Housing" shall mean housing units, publicly or privately owned, that are regulated by New York State's Housing Trust Fund Corporation (HTFC), Homes and Community Renewal (HCR), Housing Finance Agency (HFA), a public housing authority, and/or another public agency.
- "Affordable Housing Connectivity Program" (or AHCP) shall mean New York State's CAO (defined below) grant program to fund deployment of new and/or upgraded fiber-based broadband infrastructure to and within affordable housing properties throughout the state.
- "Applicant" shall mean the entities described in Section E – Eligible Applicants, that will apply to participate in the AHCP.
- "Application" shall mean the materials submitted to CAO (defined below) by an Applicant seeking to participate in the AHCP, which shall be aligned with the specific requirements of a Request for Applications (RFA).
- "Broadband" shall mean high-capacity transmission technology that transmits data, voice, and video across long distances and at high speeds. As defined by the Federal Communications Commission (FCC), broadband is internet service with a minimum of 25 Mbps download and 3 Mbps upload speeds.
- "Capital Projects Fund (or CPF)" shall mean the grant program established by Section 604 of the Social Security Act (the Statute), as added by Section 9901 of the American Rescue Plan Act of 2021 (American Rescue Plan).
- "ConnectALL Office" (or CAO) shall mean New York State's division of broadband access, established through passage of the New York State WIRED Broadband Act in 2022 and with powers to: coordinate the activities of all state agencies performing functions affecting access to high-speed, reliable, and affordable broadband; conduct research and analyses of matters affecting access to high-speed, reliable, and affordable broadband; and establish and implement programs, including grant programs, to expand access to high-speed, reliable, and affordable broadband; and other powers. CAO is responsible for the implementation of the ConnectALL Initiative announced by Governor Hochul in January 2022.
- "Covered Populations" shall mean, as defined in the federal Digital Equity Act of 2021: individuals who live in covered households (see below); aging individuals (60 and above); incarcerated individuals, other than individuals who are incarcerated in a Federal correctional facility; veterans; individuals with disabilities; individuals with a language barrier, including individuals who are English learners, and have low levels of literacy; individuals who are members of a racial or ethnic minority group; and/or individuals who primarily reside in a rural area.
- "Covered Household", as defined in the federal Digital Equity Act of 2021, means: a household, the income of which for the most recently completed year is not more than 150 percent of an amount equal to the poverty level, as determined by using criteria of poverty established by the Bureau of the Census.

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- “Digital Equity”, as defined in the federal Digital Equity Act of 2021, means the condition in which individuals and communities have the information technology capacity that is needed for full participation in the society and economy of the United States.
- “Digital Inclusion” means the activities necessary to ensure that all individuals and communities, including the most disadvantaged, have access to and use of information and communication technologies.
- “Fiber” refers to optical fiber, which carries information from one place to another via transmitted pulses of infrared light.
- “Grantees” shall refer to selected/awarded Applicants.
- “Internet Service Provider” (or ISP) and “Managed Service Provider” (or MSP) shall refer to companies that provide subscribers with access to internet.
- “Open-Access” means an internet network where there may be more than one ISP that provides retail services over the same access network infrastructure simultaneously, allowing the subscribers to decide from which ISP they will purchase their services.
- “Owner” (or “Property Owner”) shall refer to the sole proprietors, partnerships, LLCs, corporations, nonprofit entity, or for-profit entities that own, operate, represent, or manage an affordable housing site or sites.
- “Property” shall refer to an affordable housing location that has been selected for deployment/infrastructure upgrade through the AHCP.
- “Project Area” shall mean a to-be-defined region in which an Applicant operates or intends to operate as part of their participation in the AHCP. A Project Area will be defined in partnership between CAO and selected Grantees to determine the market boundaries in which a Grantee deploys grant funds for eligible uses.

B. Statutory Authority

Section 16-GG*2 of the New York State Urban Development Corporation Act (“UDC Act”), Chapter 174 of the Laws of 1968, as amended, establishes the Division of Broadband Access, with the stated goal to “assist in ending the digital divide, supporting a more robust and competitive internet marketplace, and carrying out other actions to ensure universal access to high-speed, reliable, and affordable broadband.” See UDC Act, §16-GG*2(1).¹ The statute also establishes the ConnectAll digital equity grant program “to support individuals to have the information technology capacity needed for full participation in society and the economy, including the effective implementation of a State Digital Equity Plan or any successor plan.” See UDC Act, §16-GG*2(10).

While the FCC has the authority to set minimum standards for internet speed, the NYS WIRED ACT authorizes the ConnectALL office to establish speed standards for grants (which are higher than the federal minimum standards).

C. Program Background

The ConnectALL Initiative, announced by Governor Kathy Hochul in January 2022, is an ambitious set of programs and activities aimed at addressing New York State’s digital divide, transforming the state's digital infrastructure, and ensuring that all New Yorkers have access to reliable and affordable high-

¹ https://www.nysenate.gov/legislation/laws/UDA/16-GG*2

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speed broadband internet service. The infrastructure funded through the Affordable Housing Connectivity Program is designed to deliver, upon project completion, service that reliably meets or exceeds symmetrical download and upload of 100 Mbps. ConnectALL programs are designed and administered by the ConnectALL Office (CAO), which is within the New York State Urban Development Corporation d/b/a Empire State Development (ESD).

The U.S. Department of Treasury has awarded the State of New York \$100 million through the Coronavirus Capital Projects Fund to support broadband access for communities who live in affordable housing. As part of the ConnectALL Initiative, CAO, in consultation with NYS Homes and Community Renewal (HCR), is offering the Affordable Housing Connectivity Program (AHCP), aimed at improving broadband access in affordable housing rental units, by providing funding to deploy new and/or upgraded fiber-based broadband infrastructure to and within affordable housing properties. Program funding will provide fiber drops, new/upgraded in-building wiring, and additional network components and equipment required to deliver upgraded broadband service to residents of affordable housing properties. By subsidizing deployment of fiber and in-building wiring to and within affordable housing properties, the AHCP will connect thousands of households to reliable, affordable, high-speed fiber-based broadband service. The program will increase affordability of service options by changing broadband delivery economics for Property Owners and Internet Service Providers (ISPs) and by lowering the barrier for ISPs to access broadband infrastructure to and within these properties for the purposes of providing service to end-users.

The design of this program has been informed by a comprehensive research and program design effort involving input from HCR, the New York City Department of Housing Preservation and Development (HPD), the New York State Association for Affordable Housing (NYSFAFH), public and non-profit housing organizations and other stakeholders to identify and quantify the broadband access and digital equity challenges specific to affordable housing properties. This analysis demonstrated that 54% of State-regulated affordable housing units are underserved (lacking sufficient infrastructure to achieve broadband service speeds of 100/20 Mbps); 44% of affordable housing properties have no direct access to fiber-optic broadband service; and affordable housing residents experience disproportionately low rates of broadband adoption.²

D. Program Administration

The AHCP will provide grant funding directly to Eligible Applicants (see Section E) to construct and install: 1) last-mile infrastructure to affordable housing properties; 2) fiber drops to affordable housing properties; and/or 3) equipment and wiring within the building to enable in-unit broadband service.

CAO in collaboration with HCR will compile an inventory of Property Owners and Properties interested in participating in the program. Property Owners may indicate interest in participating as a Property via an online form available via the websites of CAO and HCR. After the initial indication of interest, CAO will request Property Owners complete a Building Conditions Assessment (via a form provided by the State) to provide information about their properties and broadband needs. Once submitted, CAO will review the information and Properties for participation in this program. After prioritization, CAO may aggregate

² New York State Association of Affordable Housing (NYSFAFH), “Affordable Housing Broadband Initiative (AHBI),” March 2022. [Link](#).

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building and Owner data to assemble bundles of Properties to match with qualified Applicants for deployment and service. The matching of qualified Applicants to Properties will be based on building type, assessed Property Owner readiness for deployment, geographic location, and other factors.

CAO will be the administrator of the AHCP. As such, it, or its duly authorized representative, will determine program structure and requirements, evaluate Applicant information, monitor Grantees for project completion and satisfactory performance, collect Grantee data to ensure compliance with all program requirements and verify allowable uses of funds, and approve disbursement of grant funds to selected Grantees.

A Grant Disbursement Agreement (GDA) will be executed between CAO and Grantee, the Applicant selected to work on and matched to Properties. CAO will execute agreements with Property Owners to define their requirements and will provide a template agreement for Property Owners to execute with Grantees.

Grantees selected to deploy infrastructure in affordable housing properties will be responsible for coordinating directly with Property Owners or their representatives to determine an agreed-upon project deployment schedule, secure access to facilities for installation work, and liaise with residents to ensure access to residential units as needed for installations. CAO will provide documents to guide Property Owner and Grantee coordination such as a target deployment schedule, roles and responsibilities for each party, communication method recommendations, inspection and completion verification procedures, and process remedies, which will be reflected in the GDA.

CAO may assist in identifying technical assistance resources available to Property Owners and/or Grantees, depending upon assessed need as grants are awarded.

E. Eligible Applicants

Broadband Infrastructure Owners: Entities currently operating or holding fiber infrastructure in New York and potential new market entrants who own middle- or last-mile fiber infrastructure.

Broadband Infrastructure Builders: Entities who construct and/or deploy open-access broadband infrastructure assets.

Internet Service Providers (ISPs): Entities currently providing internet services to consumers in New York and potential new market entrants. This may include entities that are not legacy providers of cable television or telephone services but who are interested in offering retail internet service over open-access infrastructure.

Managed Service Providers (MSPs): Entities operating networks and providing service to residents and businesses by leveraging existing internet infrastructure or partnering with construction entities to build networks.

Affordable housing Property Owners are not eligible recipients of funds for this program (see Section D – Program Administration for a description of how Property Owners will participate in the AHCP).

F. Program Assistance

The AHCP makes available financial assistance in the form of one-time grants for use by Applicants (ISPs and infrastructure providers as defined in Section E – Eligible Applicants). Funds are available for the

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eligible uses described in Section G – Eligible Uses, and for the additional activities set forth in the GDA to be shared with, negotiated, and agreed upon between CAO and Grantees. A portion of this Program’s funding comes from the U.S. Treasury Capital Projects Fund (CPF) and, therefore, the State and its Grantees are required to follow the respective compliance requirements of that program, as described under *U.S. Treasury Guidance for The Coronavirus Capital Projects Fund for States, Territories & Freely Associated States*.

CAO may choose to provide non-capital resources to Grantees or Property Owners in the form of technical assistance related to Eligible Activities, coordination between Grantees and Property Owners, or reporting requirements.

G. Eligible Uses

Eligible uses for program funding include the following two categories:

1. Fiber connections to Property premises:
 - Last-mile infrastructure: The cabling, wires, and/or wireless spectrum and radios, that ISPs use to distribute the internet from local internet exchanges to homes, offices, and other network endpoints.
 - Drops to a building: The connection from passing fiber or cable on a street pole or in-street conduit into a building. In a fiber-to-the-premises system, the fiber drop is the single connection from passing fiber into a structure for interior distribution to units.
2. In-building equipment and wiring retrofits:
 - In-building wiring: The interior cabling that distributes a telecommunications signal from the minimum point of entry (MPOE) to terminations, such as wall jacks, throughout a building.
 - Smart panels or other in-unit termination: The jack where a router or other internet device plugs in to receive service in a unit.
 - Routers: Networking devices that can route packets over different networks.

H. Ineligible Uses

The program will not fund activities defined as ineligible uses under applicable state and federal law, including the federal guidance for the CPF program, as described in the *U.S. Treasury Guidance for The Coronavirus Capital Projects Fund for States, Territories & Freely Associated States*.

I. Application and Selection Process

CAO will issue an AHCP Request for Applications (RFA), in which it will set forth specific program details and eligibility/selection criteria in line with the AHCP guidelines.

CAO will accept applications to this Program on a rolling basis until funds are expended or until CAO pauses or closes the RFA. Respondents are encouraged to submit applications as soon as they are able; applications will be reviewed in the order in which they are received. Applications submitted early may be advanced to detailed project scoping and deployment more quickly, depending upon prioritization.

Upon receipt of applications, CAO will review applications for eligibility, completeness, and conformance with these guidelines. Applications shall be processed in full compliance with the applicable provisions of federal and state law, including 16-GG*2 of the New York State Urban Development Corporation Act.

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Based on the information provided in the applications (see Section J - Application Requirements), CAO will evaluate the applications for one or more Properties according to criteria put forward in the Request for Applications. Applicants who are deemed conditionally selected based on the Evaluation Criteria will be advanced to negotiations with CAO for one or more properties within the Project Areas selected by the Applicant in its application. CAO may request infrastructure costs and service pricing information from Applicants as part of the evaluation process to select Applicants for further negotiations.

Once conditionally selected, CAO will negotiate with the Applicant to determine the final Properties to be served within one or more Project Areas. CAO may approach the entity to submit an additional application for a specific Project Area or multiple Project Areas.

As a condition of the grant award, CAO and the Grantee will enter into a Grant Disbursement Agreement (GDA), which will outline the program's stipulations in compliance with CPF and penalties for failures to comply. In cases of grant awards made for infrastructure with open-access and long-term public ownership terms, the GDA will outline the relevant terms a Grantee must follow.

CAO may provide a template of a Service-Level Agreement (SLA) between the Grantee and Property Owner and/or end-users that outlines the terms for service speed, uptime, latency, privacy, and customer service offerings, in accordance with CAO's service performance expectations.

There may be a separate set of terms for long-term quality and use of fiber to provide affordable service. As part of these terms, participation in the Affordable Connectivity Program (ACP) will be a requirement and baseline qualification of all ISPs seeking to receive grants as part of the AHCP. Grantees will be required to represent their commitment to the GDAs and to provide a copy of their provider enrollment verification for CAO's review. Grantees will be required to certify their continued participation in the program in regular reporting to CAO.

J. Application Requirements

The AHCP requirements will be further defined in the Request for Applications (RFA).

Once matched with Projects, Applicants will be responsible for working with Property Owners or their representatives to gather information on the full scope of broadband retrofits required at a Property. Applicants may be required to compile further information about the buildings they are expected to serve, including some or all of the following:

- Conditions of the building(s) related to construction materials and age of Property;
- Information on any current wiring to the Property;
- Available information on adoption of any current internet service by residents;
- Information about any shared community or common spaces within the Property; and
- Other application requirements to be determined.

Furthermore, in accordance with the requirements of Article 15-A of the New York State Executive Law: Participation by Minority Group Members and Women with Respect to State Contracts, Projects awarded funding shall be reviewed by ESD's Office of Contractor and Supplier Diversity, which may set business and participation goals for minorities and women, to the extent not preempted by federal

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requirements pertaining to participation by socially and economically disadvantaged individuals (“SEDI”).

Applicants must submit the EEO Policy Statement (Form OCSD-1) <https://esd.ny.gov/sites/default/files/OCSD-1-Policy-Statement.pdf> with their application confirming their understanding of the MWBE requirements and agreeing to show due-diligence and make good faith efforts to provide meaningful participation by MWBE’s, whenever possible, if awarded grant funding.

ESD’s agency wide MWBE utilization goal is 30%. To the extent not preempted by federal SEDI requirements, each Project may be assigned an individual contract-specific goal, which may be higher or lower than 30%. Should an Applicant receive a funding award, the Applicant shall be required to use good faith efforts to achieve the prescribed MWBE and/or SEDI goals assigned to this Project. Applicants must maintain such records and take the actions necessary to demonstrate such compliance. Failure to achieve the specified MWBE and/or SEDI goal may result in award reduction.

In 2014, the Service-Disabled Veteran-Owned Business Act was signed into law. The new law created the Division of Service-Disabled Veterans’ Business Development in Office of General Services to certify, promote and encourage economic development among disabled veterans throughout the state. Project Applicants are urged to work with Service-Disabled Veteran-Owned Businesses (SDVOBs) and a directory can be found at <https://ogs.ny.gov/Veterans>.

K. Evaluation Criteria

The AHCP evaluation criteria will be further defined in the Request for Applications. (RFA).

L. Compliance, Monitoring, and Reporting Requirements

CAO will provide guidance on compliance procedures and eligible costs. CAO will require Grantees to include along with their reports:

- a certification that program funds were spent only on eligible uses and in compliance with state and federal guidelines; and
- detailed documentation of all expenditures.

CAO may provide technical assistance and support to Grantees for completing project and expenditure reports. CAO may work with Grantees to revise report materials or provide additional documentation if required.

CAO may require Grantees to submit materials including, but not limited to:

- Detailed project construction plans and network designs;
- Permitting, licensing, and access approvals necessary for construction;
- Detailed documentation of project expenses;
- Regular reports on project progress, risks, expenditures, and impact against objectives

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Buffalo (Western New York Region – Erie County) – BUDC Solar Microgrid Capital – Buffalo Regional Innovation Cluster (Capital and Working Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Amend the General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

ESD Directors' Summary

The Buffalo Urban Development Corporation (“BUDC”) is the City of Buffalo’s local development corporation, and focuses primarily on actions to acquire, remediate, rehabilitate and/or redevelop distressed building/land within the city. In 2014, ESD and BUDC announced an ambitious partnership to acquire and rehabilitate/redevelop a 35-acre cluster of abandoned and underutilized industrial properties in East Buffalo along Northland Avenue, designated as the “Northland Corridor Redevelopment Area”. After two previous phases of work with ESD funds, the area, now known as the “Northland Campus,” is home to a number of major anchor tenants, including the Northland Workforce Training Center, Buffalo Manufacturing Works, and several of private manufacturing and commercial companies.

In 2019, as part of its \$65 million East Side Corridors Economic Development Fund, ESD publicly announced \$2 million in funding for the beginning of the next phase of work at the Northland campus, the initial components of a solar microgrid system. A portion of this funding, totaling \$200,000 was approved in December 2020 for a pre-development planning effort that completed in Spring of 2022. But as result of COVID-19 restrictions and an increase in funding needs, implementation of the project using the remaining \$1.8 million was delayed and it was ultimately included as a component of a larger \$18 million funding application to the U.S. Economic Development Administration (“EDA”) under its “Build Back Better Regional Challenge”, which was awarded in September 2022. BUDC is now ready to begin final design, construction, and installation work for initial elements of the microgrid system with the remaining \$1.8 million, which will also serve as half of the required non-federal funding match for the EDA grant. The Directors are now asked to amend the general project plan to provide the balance of \$1.8 million of the previously announced \$2 million in ESD funding.

General Project Plan Amendment

I. Project Summary

- Grantee: Buffalo Urban Development Corporation (“BUDC” or the “Grantee”)
- Original
ESD Investment: A grant of up to \$200,000 for pre-development costs associated with the design activities to construct a solar array and microgrid system at the Northland Campus
- Additional
ESD Investment: A grant of up to \$1,800,000 to be used for planning, design, construction, purchase/installation of equipment, and operations of components of a microgrid system (the “Project”)
- Project Location: The Northland Corridor Redevelopment Area (the “Campus”) involves a ~35-acre area bounded by East Delavan Avenue to the north, Fillmore Avenue to the west, the former Beltline (now CSX) Railroad to the south, and Grider Street to the east. This Project will focus on electrical utility improvements for 683 Northland Avenue (a 235,050-square-foot building), now known as the “Northland Central” Building, and around the Campus and surrounding neighborhood.
- Proposed Project: Development of initial components of a BUDC-owned/operated microgrid system at the Northland Campus, including a new solar array, community solar program, substation improvements, and other necessary features to facilitate the creation of the system, as well as the development of an instructional/training curriculum to be used at the Northland Workforce Training Center (“NWTC”).
- Project Type: Economic growth investment
- Regional Council: The redevelopment of the Northland Campus continues to be a signature initiative that is fully consistent with the Western New York Regional Economic Development Council (“WNYREDC”) Regional Strategic Plan to promote smart growth and economic development in the advanced manufacturing and clean energy sectors.

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Undertaking of Microgrid Pre-development Plan (planning analyses and financing assessments for the establishment of a Microgrid system)*	\$200,000

Design, construction, installation, and other activities for a new solar array, community solar program, development of training curriculum, and other facilities to enable the establishment of a Microgrid system

\$1,800,000

Total Project Costs

\$2,000,000

Financing Sources

ESD – Grant

Amount

\$2,000,000

Percent

100%

Total Project Financing

\$2,000,000

100%

*Previously approved by the ESD CEO on December 17, 2020

III. Project Description

A. Grantee

Industry: Urban redevelopment

Grantee History: BUDC is the City of Buffalo-sponsored local development corporation, established in 1978 under the name Development Downtown, Inc. to act as a financing vehicle for downtown Buffalo development projects using Urban Development Action Grants. In 2004, Development Downtown, Inc. became BUDC, reclaiming distressed land and buildings for future development. BUDC has been serving as “developer” for the Northland Corridor Redevelopment Area, under agreement with ESD, since 2014.

Ownership: BUDC is a not-for-profit agency.

Size: BUDC is managed by a nineteen-member board of directors which are made up of public and private sector individuals that serve on five committees to assist BUDC in conducting day-to-day business. BUDC has three employees.

ESD Involvement: The Northland Corridor Redevelopment Area is an industrial/commercial/residential neighborhood and was once one of the most extensive industrial areas in terms of size and density on Buffalo’s east side. It was historically developed as a manufacturing center along the former New York Central “Beltline” Railroad. Throughout the 20th century, facilities along this corridor produced airplanes, automobiles, furniture, mechanical parts, fuel components, food products and heavy machinery, but all of these plants closed by the 1980s. Despite this decline, the Area has

significant geographic, industrial, and community assets making it a prime site to redevelop.

In 2014, New York State announced a signature initiative of the Buffalo Billion Plan, involving transformation of the Area through a public and private-sector partnership to realize a state-of-the-art campus for workforce training, advanced manufacturing, and clean energy establishments.

As part of ESD's "East Side Corridor Economic Development Fund," a \$65 million initiative to spark additional revitalization of Buffalo's East Side, \$2 million was allocated for an initial planning study, design, and construction of a community solar array and initial microgrid components at the Northland Campus. The project was identified to provide low-cost power to new manufacturing tenants, provide reductions in monthly electrical utility costs for residents in the adjoining neighborhood, and to serve as the basis for the establishment of an energy training program at the NWTC. In June 2020, ESD approved a grant of \$200,000 to undertake the initial planning study for the microgrid system.

While the planning study was completed and the \$200,000 grant has been disbursed, the \$1.8 million balance of the project was delayed in the wake of COVID-19 restrictions and because of additional funding needs, and then included in a broader project submitted as part of ESD/BUDC's March 2022 application to the U.S. Economic Development Administration's ("EDA") "Build Back Better Regional Challenge," and for additional New York State funding in the 2022-23 State budget. On September 1, 2022, BUDC was awarded a Build Back Better project, inclusive of this project and other components, totaling \$18 million. EDA will fund \$14.4 million and \$3.6 million must be funded through a required non-federal match. This \$1.8 million grant would cover half of the non-federal match, with the balance coming from additional New York State funds included in the 2022-23 State budget and to be administered by ESD (as part of a separate action to be considered by the Directors). With this additional federal funding, BUDC is now capable of moving the microgrid system into final design and implementation.

Past ESD Support: Over the past five years, ESD has provided \$48.2 million in funding to the Grantee as follows:

Program	Project #	Amount	Date Start (ESD Directors' Approval Date)	Date End (Project Completion: Contract Expiration)	Purpose
Buffalo Regional Innovation Cluster	Z336	\$6,700,000	September 18, 2014	July 2016	Capital Grant – Initial-phase property acquisition, planning, investigations, and planning/ environmental reviews for Northland Corridor Redevelopment Project
Buffalo Regional Innovation Cluster	Z415	\$10,300,000	April 21, 2015	June 2019	Capital Grant – 1st phase of rehab and construction at and around 683 Northland Avenue to accommodate tenancy of NWTC
Buffalo Regional Innovation Cluster	AC426	\$6,000,000	January 16, 2018	January 2021	Capital Grant – Continued rehab/construction at 683 Northland Avenue and purchase of large instructional equipment for NWTC
Buffalo Regional Innovation Cluster	Z199; AC699	\$25,000,000	February 15, 2018	January 2021	Capital Grant – Second phase of rehab and construction at and around 683 Northland Avenue to facilitate co-location of Buffalo Manufacturing Works with NWTC at the building and to core and shell the balance of the building for private tenants.
Buffalo Regional Innovation Cluster	133,857	\$200,000	December 17, 2020	December 31, 2022	Capital Grant – Funding for the pre-development planning activities associated with the design, construction, and installation of a solar array at the Northland Workforce Training Center

B. The Project

Completion: Microgrid design: March 2024
Installation/construction of key Microgrid components: December 2026

Activity: A primary goal of the Northland Corridor Redevelopment is to help ensure a robust and diversified workforce of highly-skilled workers ready to meet upcoming demands of “tradeable sectors” of the WNY economy - specifically in clean energy and advanced manufacturing. Accordingly, the incorporation of renewable energy generation sources, initially involving a solar array(s), has been considered at the Northland campus since inception.

This Project will involve design, construction, and purchase/installation of equipment for a microgrid system at the Northland campus. ESD funds will be used for the following components: 1) a new solar array at the Northland campus (preliminarily anticipated to involve a roof-mounted solar array at one or more Northland buildings and/or at surface sites) and any necessary upgrades to the BUDC-owned electrical substation; 2) implementation of a program to share the value of the solar power benefits with the surrounding host neighborhood (“Community Solar Program”); and 3) development of a solar and/or emerging power training curriculum for use by the NWTC, formulated in close cooperation and coordination with NWTC staff, although it is recognized that NWTC is concurrently seeking funding for such a curriculum through multiple entities).

Provided the three listed components are completed in full (or in the case of training curriculum, confirmed to be addressed through another source), use of ESD funds under the Project may be aligned to best facilitate and/or directly used toward additional Microgrid features such as alternative energy supply sources; battery back-up facilities and other VDER; and integration with other on-going related initiatives on the campus.

BUDC recently conducted a competitive selection process to identify a firm to undertake final design, bidding and construction administration for the installation of components of the planned microgrid, along with other elements in BUDC components funded through their federal Build Back Better Regional Challenge grant from the U.S. EDA.

Results: The Project would serve as a statewide model and catalyst in aligning clean energy initiatives to enhance economic development activity. The intent is to help advance redevelopment of the Northland campus while forming a platform template that facilitates public-private partnerships to shape energy policy that is market driven and forms cohesive alignment with several State and Federal initiatives.

Infrastructure

Investment Project: No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Ms. Brandye Merriweather, President
95 Perry Street, Suite 404
Buffalo, New York 14203
Phone: (716) 362-8373

ESD Project No.: 133,857

Project Team:	Origination	Paul Tronolone
	Project Management	Nancy Burkhardt
	Contractor & Supplier Diversity	Kelly Forsey
	Finance	Tim Anderson
	Design & Construction	Jennifer Kensy
	Environmental	Paul Tronolone

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the \$1,800,000 capital grant (\$18,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Grantee will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. Upon receipt of the executed Grant Disbursement Agreement, and presentation to ESD of the finalized "Microgrid Pre-Development Plan," and such other documentation as ESD may reasonably require, ESD shall deposit \$1,800,000 into an account (the "Imprest Account") at a bank mutually acceptable to ESD. The Grantee may, no more frequently than monthly, seek authorization to draw down funds for eligible costs from the Imprest account, assuming that all project approvals have been completed and funds are available. Eligible expenditures paid by ESD's grant must be incurred on or after September 1, 2022 to be considered eligible Project costs. All requests for payments must be requested by December 31, 2026; any funds remaining in the Imprest Account as of December 31, 2026 shall be returned to ESD. ESD's approval for the final draw down, up to 10% of the grant, shall be withheld until evidence of project completion. Any and all requests to draw down funds will be made upon presentation to ESD of an invoice and other such documentation as ESD may reasonably require.

The Grantee, from the time of deposit and until disbursed from such account will be invested as per ESD's Board approved Investment Guidelines. Interest earned on the funds deposited in the Imprest Account must be returned to ESD quarterly along with copies of all bank statements, starting when funds are deposited and continuing until all funds have been disbursed.

4. ESD may reallocate the Project funds to another form of assistance, at an amount no greater than \$1,800,000 for this Project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
5. The Grantee will be deemed in default and the grant funds will be subject to *pro rata* recapture if: a) any Project components financed with ESD funds are sold or transferred to different ownership (other than to a Grantee affiliate) within 5 years of disbursement of funds without prior approval of ESD, and/or; b) the following requirements are not

met:

- BUDC shall employ a competitive process in coordination with ESD for selecting a Contractor to lead the planning and implementation of the Microgrid System (assumed to be met by BUDC actions as of this date).
- BUDC shall realize the following minimum Project components¹:
 - A new solar power generating source at the Northland and any necessary upgrades to the BUDC-owned electrical substation;
 - Implementation of a Community Solar Program for reduction of monthly electrical costs for neighborhood residents; and
 - Development of a solar and/or emerging power training curriculum for use by the NWTC, either as part of this project or through other parallel efforts.
- BUDC shall properly operate, maintain, and administer the solar power generation and Community Solar Program for a minimum of five years.

The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and default occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

- (i) 100% of the disbursed amount if the transfer occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
- (ii) 80% of the disbursed amount if the transfer occurred in the second full calendar year after the disbursement was made;
- (iii) 60% of the disbursed amount if the transfer occurred in the third full calendar year after the disbursement was made;
- (iv) 40% of the disbursed amount if the transfer occurred in the fourth full calendar year after the disbursement was made;
- (v) 20% of the disbursed amount if the transfer occurred in the fifth full calendar year after the disbursement was made.

IV. Statutory Basis – Buffalo Regional Innovation Cluster

The funding for the project was authorized in the 2017-2018, 2018-2019, 2019-2020, 2020-2021, 2021-2022, 2022-2023, and 2023-2024 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

V. Design and Construction

ESD Design & Construction staff or their designates will review the pre-development plan, budget/design estimates and construction documents. Design & Construction staff or their designates will attend BUDC/contractor meetings, at its option, and review milestones,

¹ ESD funds may also be used to leverage and/or serve as a match for funding from other related programs (when permitted) and/or for infrastructure, equipment, and facilities to set the stage for subsequent phases or expansions of the microgrid power system at Northland (e.g., battery back-up, additional renewable energy generation, etc.), provided that the minimum Project components are achieved.

schedule, monthly requisitions and recommend payments when its requirements have been met.

VI. Environmental Review

The Directors made a Determination of No Significant Effect on the Environment for the Northland Corridor Redevelopment Project at their meeting of April 21, 2016, pursuant to the requirements of the State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. This determination addressed all aspects of the Northland Corridor Redevelopment including anticipated improvements associated with facilitating and implementing this project. Therefore, no further environmental review associated with this action is required.

Because several buildings in the Northland Corridor are listed on or are eligible for listing on the State/National Registers of Historic Places, ESD will continue to ensure that the project sponsors undertake consultation with the New York State Office of Parks, Recreation and Historic Preservation in their role as State Historic Preservation Officer (“SHPO”) pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law and Section 106 of the National Historic Preservation Act. Prior consultation efforts for the Northland Redevelopment resulted in a Memorandum of Agreement (“MOA”) executed by the City of Buffalo Urban Renewal Agency, SHPO, BUDC, and ESD, which remains in effect. ESD will continue to ensure that all stipulations in that MOA continue to be met.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD’s Non-Discrimination and Contractor & Supplier Diversity policies will apply to this project. The Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprise (MWBES) for any contractual opportunities generated in connection with the project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve MWBE Participation. Establishment of specific goals related to the total value of ESD’s funding is still pending.

VIII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

IX. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

X. Additional Submissions to Directors

Resolutions
New York State Map
Project Finance Memorandum

April 20, 2023

Buffalo (Western New York Region – Erie County) – BUDC Solar Microgrid Capital – Buffalo Regional Innovation Cluster (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Amend the General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the BUDC Solar Microgrid Capital - Buffalo Regional Innovation Cluster (Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Buffalo Urban Development Corporation a grant for a total amount not to exceed Two Million Dollars (\$2,000,000) from the Buffalo Regional Innovation Cluster, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

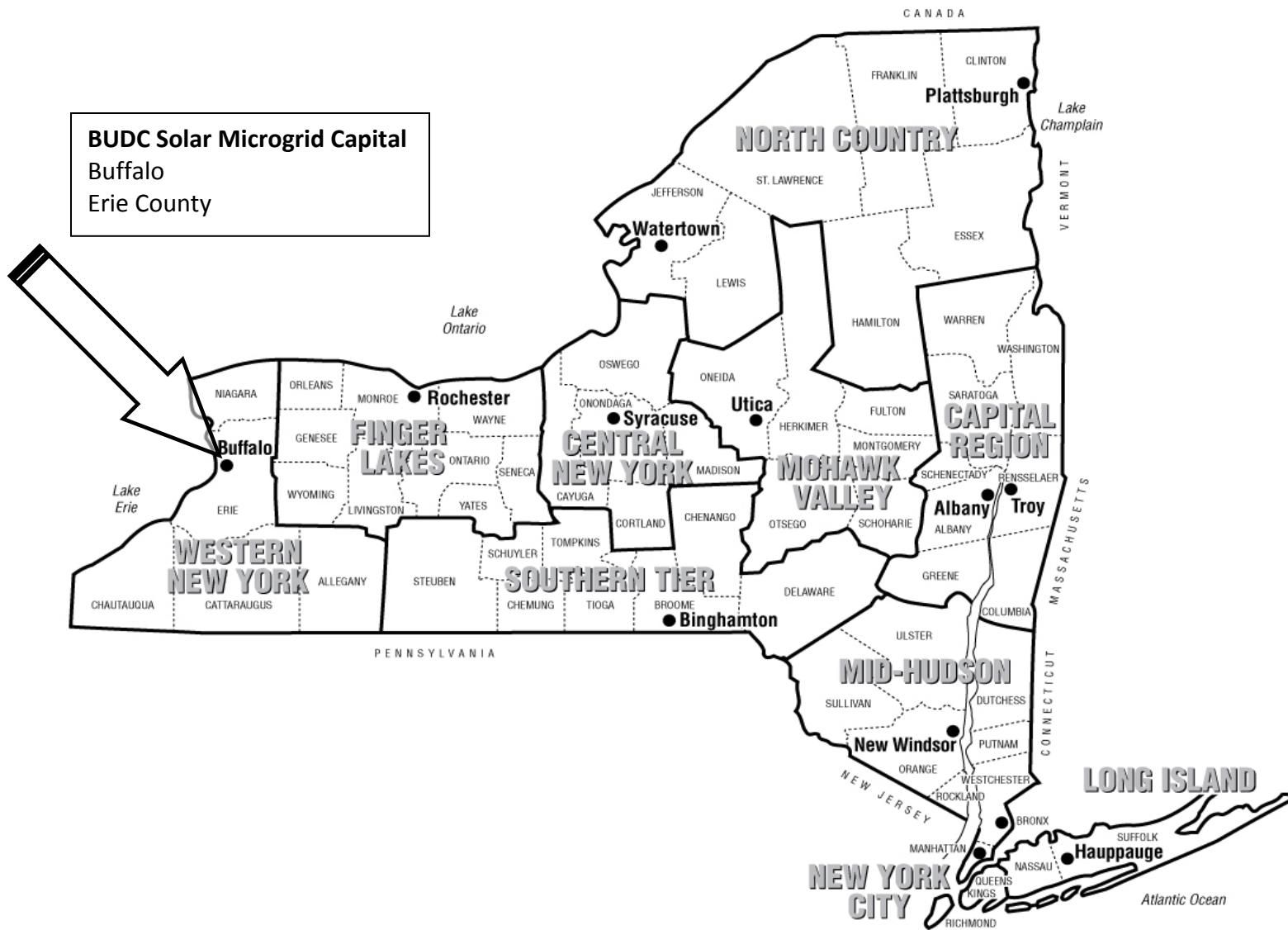
RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any

and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Buffalo (Western New York Region – Erie County) – Northland Corridor Redevelopment Phase 3 Capital – Regional Economic and Community Assistance Program (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

ESD Directors' Summary

The Buffalo Urban Development Corporation (“BUDC”) is the City of Buffalo’s local development corporation, and focuses primarily on actions to acquire, remediate, rehabilitate and/or redevelop distressed building/land within the city. In 2014, ESD and BUDC announced an ambitious partnership to acquire and rehabilitate/redevelop a 35-acre cluster of abandoned and underutilized industrial properties in East Buffalo along Northland Avenue, designated as the “Northland Corridor Redevelopment Area”. After two previous phases of work with ESD funds, the area, now known as the “Northland Campus,” is home to a number of major anchor tenants, including the Northland Workforce Training Center, Buffalo Manufacturing Works, and several of private manufacturing and commercial companies.

On April 25, 2022, Governor Kathy Hochul announced that \$55 million would be made available for Phase 3 of rehabilitation and redevelopment on the Northland Campus. This will involve a multi-year effort involving seven subprojects for the rehabilitation and/or redevelopment of the Campus. This commitment ultimately leveraged a \$14.4 million federal grant awarded in September 2022 under the U.S. Economic Development Administration’s Build Back Better Regional Challenge. The investment of \$55 million in state funds is anticipated to result in almost 250,000 SF of new commercial, manufacturing, and community space and completion of the full complement of components for the campus microgrid. This will further strengthen the campus as a hub for advanced manufacturing and clean energy training and innovation on Buffalo’s East Side. The Directors are asked to adopt a general project plan and authorize associated actions to formally make available the previously announced \$55 million funding toward a total of \$72,975,000 in project sources to implement this multi-year project.

General Project Plan

I. Project Summary

- Grantee:** Buffalo Urban Development Corporation (“BUDC” or the “Grantee”)
- ESD* Investment:** A grant of up to \$55,000,000 to be used toward planning, design, construction administration, construction and purchase/installation of equipment for the rehabilitation and new construction of multiple building and facilities in the Northland Corridor Redevelopment Area (the “Project”)
- * The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)
- Project Location:** The Northland Corridor Redevelopment Area (AKA “Northland Campus”) involves a ~35-acre area bounded by East Delavan Avenue to the north, Fillmore Avenue to the west, the former Beltline (now CSX) Railroad to the south, and Grider Street to the east. This Project will build upon two prior phases of investment on the campus, focusing on rehabilitation of existing buildings/sites on the campus, select demolition and redevelopment, upgrade of substation facilities and development of features for a campus microgrid system, stabilization/enhancement and interpretation of remnant industrial features as part of the campus branding/identity, and associated infrastructure/parking facilities.
- Proposed Project:** Phase 3 of rehabilitation and redevelopment of buildings, properties and infrastructure facilities at the Northland Campus, along with the full implementation of a campus Microgrid system, and stabilization/branding of iconic campus features like the water tower and a major chimney and boiler house
- Project Type:** Economic growth investment
- Regional Council:** The redevelopment of the Northland Campus continues to be a signature initiative that is fully consistent with the Western New York Regional Economic Development Council (“WNYREDC”) Regional Strategic Plan to promote smart growth and economic development in the advanced manufacturing and clean energy sectors.

II. Project Costs and Financing Sources

<u>Project Costs*</u> (by Subproject):	<u>Amount</u>
1) EDA Build Back Better Regional Challenge Subproject:	
▪ Rehabilitation/reconstruction of 541 E. Delavan Ave.	
▪ Rehabilitation of 612 Northland Ave., Building “B”	
▪ Corridor Parking & Infrastructure Improvements	

- Full implementation of Campus Microgrid system

Design & Soft Costs	\$2,260,000
541 E. Delavan Ave. Construction	\$6,590,000
612 Northland Ave. Construction	\$300,000
Campus Parking & Infrastructure Construction	\$350,000
Microgrid Construction	<u>\$8,500,000</u>
Subtotal	\$18,000,000

2) **683/631 Northland Ave Subproject**

(Historic Rehab of Niagara Tool & Machine Works Complex):

- Cost recovery for overruns associated with tax credit syndication for reuse of 683 Northland Avenue
- Historic rehabilitation/reuse of 631 Northland Avenue

683 Northland Ave Cost Recovery	\$2,500,000
631 Northland Ave. Design & Soft Costs	\$1,500,000
631 Northland Ave. Sitework/Environmental Clean-up	\$8,800,000
631 Northland Ave. Construction	<u>\$2,800,000</u>
Subtotal	\$14,025,000

3) **777 Northland Ave Subproject**

- Select demolition & stabilization of remaining space
- New construction of industrial space

Design & Soft Costs	\$1,875,000
777 Northland Ave. Sitework/Environmental Clean-up	\$575,000
777 Northland Ave. Select Demolition	\$2,100,000
777 Northland Ave. Construction	<u>\$10,450,000</u>
Subtotal	\$15,000,000

4) **537 E. Delavan Subproject - Houdaille Admin. Building**

- Historic rehabilitation/reuse of historic office building

Design & Soft Costs	\$690,000
537 E. Delavan Ave. Construction	<u>\$4,610,000</u>
Subtotal	\$5,300,000

5) **741 Northland Ave Subproject**

- Select demolition
- New construction of industrial space
- Rehabilitation, painting, and branding of water tower

Design & Soft Costs	\$2,045,000
741 Northland Ave. Sitework/Environmental Clean-up	\$700,000
741 Northland Ave. Select Demolition	\$2,800,000
Water Tower Rehab	\$150,000
741 Northland Ave. New Construction	\$9,330,000
741 Northland Contingency & Escalation	<u>\$3,000,000</u>
Subtotal	\$18,025,000

6) **Houdaille Chimney & Boiler House Subproject**

- Rehabilitation, painting, and branding of former plant chimney and re-purposing of associated small boiler house

Design & Soft Costs	\$158,000
Houdaille Chimney & Boiler House Construction	<u>\$1,292,000</u>
Subtotal	\$1,450,000

7) **Campuswide Tenant Improvements**

- Select tenant space fit-out efforts

Design & Soft Costs	\$150,000
Select Tenant Fit out Construction	<u>\$1,025,000</u>
Subtotal	\$1,175,000

GRAND TOTAL - PROJECT COSTS **\$72,975,000**

*Note: Unexpended funds from one subproject category may be re-allocated to any other categories under the budget, with ESD approval.

Financing Sources

	<u>Amount</u>	<u>Percent</u>
ESD – Grant	\$55,000,000	75%
U.S. EDA Build Back Better Regional Challenge Grant	\$14,400,000	20%
BUDC Solar Microgrid Capital Grant (ESD)*	\$1,800,000	2.5%
BUDC Restore NY Round V Grant (ESD)*	\$1,475,000	2%
National Grid Economic Development Grant	<u>\$300,000</u>	<u>0.5%</u>
TOTAL PROJECT FINANCING	<u>\$72,975,000</u>	<u>100%</u>

* Grant approved in separate action by ESD Directors.

III. Project Description

A. Grantee

Industry: Urban redevelopment

Grantee History: BUDC is the City of Buffalo-sponsored local development corporation, established in 1978 under the name Development Downtown, Inc. to act as a financing vehicle for downtown Buffalo development projects using Urban Development Action Grants. In 2004, Development Downtown, Inc. became BUDC, reclaiming distressed land and buildings for future development. BUDC has been serving as developer for the Northland Corridor Redevelopment Area, under agreement with ESD, since 2014.

Ownership: BUDC is a not-for-profit agency.

Size: BUDC is managed by a nineteen-member board of directors which are made up of public and private sector individuals that serve on five

committees to assist BUDC in conducting day-to-day business. BUDC has three employees.

ESD Involvement: The Northland Corridor Redevelopment Area is an industrial/commercial/residential neighborhood and was once one of the most extensive industrial areas in terms of size and density on Buffalo's East Side. It was historically developed as a manufacturing center along the former New York Central "Beltline" Railroad. Throughout the 20th century, facilities along this corridor produced airplanes, automobiles, furniture, mechanical parts, fuel components, food products and heavy machinery, but all of these plants closed by the 1980s. Despite this decline, the Area has significant geographic, industrial, and community assets making it a prime site to redevelop.

In 2014, New York State announced a signature initiative to transform this area through a public and private-sector partnership to realize a state-of-the-art campus for workforce training, manufacturing innovation, and private advanced manufacturing and clean energy establishments. The campus was to be anchored by the new Northland Workforce Training Center ("NWTC") and a new permanent location for Buffalo Manufacturing Works, a not-for-profit consulting organization that helps local manufacturers with new technologies, productivity improvements, and other types of innovation.

In September 2014 ESD awarded a \$6.7 million grant and coordinated with BUDC on the acquisition of multiple long-vacant industrial properties; site planning, site/building conditions assessments and contamination investigations; and activities to obtain necessary environmental reviews and approvals. BUDC acquired 12 properties, totaling approximately 700,000 square feet ("SF") of existing structures, and in February 2016, the City of Buffalo Planning Board completed its environmental review for the entire long-term redevelopment plan and granted site plan approval on its initial phase.

ESD awarded an additional \$10.3 million ESD Grant in April 2016 for this Phase 1 of campus development, anchored by the NWTC, which now accommodates ~100,000 SF of space at 683 Northland Avenue, now known as the "Northland Central Building". The ESD funds went toward design/construction of historic building rehabilitation for the NWTC; associated site and street improvements along Northland Avenue between Fillmore Avenue and Grider Street; and other improvements to the campus. In January 2018, an additional \$6 million was approved to acquire/install large instructional equipment at the NWTC.

In February 2018, ESD approved \$25 million in funding for Phase 2 of development, including permanent tenancy there for Buffalo

Manufacturing Works. In addition, this phase included core and shell rehabilitation for the balance of the building, which is now starting to realize private tenants.

As part of ESD's "East Side Corridor Economic Development Fund", a \$65 million initiative established in 2019 to spark additional revitalization of Buffalo's East Side, \$2 million was allocated for a community solar array and initial microgrid components at the Northland campus. The project was identified to provide low-cost power to new manufacturing tenants, provide reductions in monthly electrical utility costs for residents in the adjoining neighborhood, and to serve as the basis for the establishment of an energy training program at the NWTC. In December 2020, ESD approved a grant of \$200,000 to undertake the pre-development planning study for the microgrid system.

While the planning study for the microgrid was completed, the \$1.8 million balance of the project was delayed in the wake of COVID-19 restrictions. It was later included into a broader Northland campus project (i.e., "Northland Corridor Redevelopment Phase 3") submitted as part of ESD/BUDC's March 2022 application to the U.S. EDA's "Build Back Better Regional Challenge" and to be considered for additional New York State funding in the 2022-23 State budget.

On April 25, 2022, Governor Kathy Hochul announced that \$55 million would be made available for Phase 3 of rehabilitation and redevelopment activities on the Northland Campus, anticipated to result in almost 250,000 SF of new commercial, manufacturing, and community space. This funding was included in the 2022-23 New York State budget as a component of the Regional Economic and Community Assistance Program budget allocation. A portion of these funds were targeted to leverage the aforementioned Build Back Better Regional Challenge application.

On September 1, 2022, BUDC was awarded a Build Back Better Regional Challenge award, inclusive of this project and other components, totaling \$18 million. EDA will fund \$14.4 million and \$3.6 million must be funded through a required non-federal match. This \$1.8 million grant would cover half of the non-federal match, with the balance coming from previous ESD funding allocated for initial components of a community solar array/program and campus microgrid (as part of a separate action to be considered by the Directors).

Past ESD Support: Over the past five years, ESD has provided \$50 million in funding to the Grantee as follows:

Program	Project #	Amount	Date Start (ESD Directors' Approval Date)	Date End (Project Completion: Contract Expiration)	Purpose
Buffalo Regional Innovation Cluster	Z336	\$6,700,000	September 18, 2014	July 2016	Capital Grant – Initial-phase property acquisition, planning, investigations, and planning/ environmental reviews for Northland Corridor Redevelopment Project.
Buffalo Regional Innovation Cluster	Z415	\$10,300,000	April 21, 2015	June 2019	Capital Grant – 1st phase of rehab and construction at and around 683 Northland Avenue to accommodate tenancy of NWTC.
Buffalo Regional Innovation Cluster	AC426	\$6,000,000	January 16, 2018	January 2021	Capital Grant – Continued rehab/construction at 683 Northland Avenue and purchase of large instructional equipment for NWTC.
Buffalo Regional Innovation Cluster	Z199; AC699	\$25,000,000	February 15, 2018	January 2021	Capital Grant – Second phase of rehab and construction at and around 683 Northland Avenue to facilitate co-location of Buffalo Manufacturing Works with NWTC at the building and to core and shell the balance of the building for private tenants.
Buffalo Regional Innovation Cluster	133,857	\$200,000	December 17, 2020 and request for an \$1.8 million amendment to be presented at the April 20, 2023 Board of Directors Meeting	December 2025	Capital Grant – Initial pre-development planning study of community solar array/program and campus microgrid and construction of its primary components

B. The Project

Completion: December 31, 2028
(Overall program; subprojects would be progressively completed)

Activity: A primary goal of the Northland Corridor Redevelopment Phase 3 project is to continue to redevelop the campus to foster economic activity and a robust and diversified workforce of highly skilled workers within “tradeable sectors” of the WNY economy, specifically in clean energy and advanced manufacturing. Accordingly, the further adaptive reuse of former industrial structure and the incorporation of renewable energy generation systems continues to be key considerations at the Northland campus on.

This Project will involve design, construction administration, site/environmental work, select demolition, construction, financing costs, purchase/installation of equipment, and other associated costs for a series of seven (7) subprojects at the Northland campus. ESD funds would be used for the following:

- 1) **EDA Build Back Better Regional Challenge Subproject.** This \$18 million component is the subject of the recently awarded federal grant and will involve the completion of rehabilitation of 541 E. Delavan Avenue, the “Eastern Plant” portion of the historic Houdaille complex (which is also the subject of a current Round V Restore NY grant) into 44,000 square feet of commercial, light manufacturing, community space. It would also include rehabilitation of the 10,000-square-foot Building “B” portion of 612 Northland Avenue, former form Heat Transfer & Loading Dock Buildings of the former Houdaille complex. Finally, this subproject would involve design and full implementation of the campus microgrid system (adding to \$1.8 million of ESD funds already allocated to this system), including a including a new solar array(s) at the Northland campus at one or more buildings and/or surface sites; upgrades to the BUDC-owned electrical substation; incorporation of battery back-up, redundancy, and other typical microgrid features; and establishment of a “Community Solar Program” that would provide monthly discounts to neighborhood residents.

ESD funds would be used as a required non-federal match of \$3.6 million toward the \$14.4 million in federal EDA funds. In addition, because EDA funds are reimbursable, ESD funds may be used to front-end work that would later be financed with federal funds.

- 2) **683/631 Northland Ave Subproject.** This subproject will involve completion of the historic rehabilitation and adaptive reuse of the now National Register-listed Niagara Tool and Machine Works complex at 683/631 Northland Avenue. This element would primarily focus on design and rehab of the remaining 40,000-square-foot building at 631 Northland Ave building, but would also involve cost recovery associated with the financing structure for state historic and brownfield tax credits secured for Phase 1 and 2 work at 683 Northland Avenue.
- 3) **777 Northland Ave Subproject.** This subproject will involve select demolition, stabilization, and new construction at the site of the former Otis Elevator (and later Curtiss Wright) facility at 777 Northland Avenue. As part of the consultation process with the State Historic Preservation Office (“SHPO”), it was determined that only

~25,000 square feet of the former 96,000+-square-foot complex could be preserved/stabilized. The balance of the site would support a new light industrial structure of 40-50,000 square feet.

- 4) **537 E. Delavan Subproject.** This subproject will involve the historic rehabilitation and adaptive reuse of the two-story, ~20,000-square-foot former administration building of the Houdaille Corporation, which pioneered the manufacture of shock absorbers in the U.S.
- 5) **741 Northland Ave Subproject.** This subproject will involve select demolition, stabilization, and new construction at the site of another former Otis Elevator at 741 Northland Avenue. The building currently contains 92,000 square feet of space and shares a wall with the structure at 777 Northland. It is anticipated that the remaining structure and new construction could house at least 50,000 square feet of new light manufacturing space. As part of this subproject, BUDC would also stabilize, paint and brand the extant, BUDC-owned water tower near the property. The water tower's silhouette is part of all logo and identification material of the campus, given that it is one of the taller structures there.
- 6) **Houdaille Chimney & Boiler House Subproject.** Similar to efforts at the campus water tower, this subproject will stabilize and repurpose the chimney and former boiler house of the Houdaille complex, which was included as a mitigation stipulation in the SHPO's 2017 Memorandum of Agreement to offset the impacts of demolition planned or already conducted at the campus.
- 7) **Campuswide Tenant Improvements.** This subproject will involve selected actions to assist in fitting out shelled space for new tenants/users on the campus.

BUDC recently initiated a competitive selection process, in accordance with ESD and EDA requirements, to identify a firm to undertake final design, bidding and construction administration for the initial Build Back Better Regional Challenge Subproject noted above. ESD will ensure that design and construction of other subprojects are similarly procured competitively in accordance with ESD requirements.

Finally, it should be noted that selected subprojects where planned historic rehabilitation subprojects are anticipated to be of a scale to allow (e.g., 537 E. Delavan Avenue, 631 Northland Avenue), BUDC will be actively seeking to attempt to leverage ESD to secure and syndicate state and federal historic tax credits to supplement the overall budget for Phase 3 work. The ultimate anticipated value of such tax credits would be ascertained during the design process for applicable subprojects.

Results: The Project would further advance redevelopment of the Northland campus—resulting in almost 250,000 square feet of new commercial, light manufacturing, and community space, a fully operable solar microgrid, and major historic interpretive features (i.e., water tower, chimney) that will further contribute to the campus’ sense of place—and do so in a manner that both facilitates public-private partnerships to fully revitalize this important district in East Buffalo and advance several other State and Federal policies for economic development and clean energy/climate action goals.

Infrastructure

Investment Project: No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Ms. Brandye Merriweather, President
95 Perry Street, Suite 404
Buffalo, New York 14203
Phone: (716) 362-8373

ESD Project No.: 135,711

Project Team:	Origination	Paul Tronolone
	Project Management	Nancy Burkhardt
	Contractor & Supplier Diversity	Kelly Forsey
	Finance	Jonevan Hornsby
	Design & Construction	Jennifer Kensy
	Environmental	Paul Tronolone

C. Financial Terms and Conditions

1. The Grantee shall pay a commitment fee and reimburse ESD for all out-of-pocket expenses incurred in connection with the project
2. The Grantee will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. Up to \$55 million, based upon projected cash flow needs for each of the listed uses, based upon Grantee-provided cash flow requirements. Advances will be deposited into an account (the “Imprest Account”) at a bank mutually acceptable to ESD (as set forth in writing by ESD) upon execution of the Grant Disbursement Agreement and presentation to ESD of the contract for its preparation and such other documentation as ESD may reasonably require, assuming that all project approvals have been completed and funds are available. Funds from the Imprest Account, from the time of deposit and until disbursed from such account in accordance with terms approved by the ESD Directors, will be invested in accordance with ESD’s Investment Guidelines as outlined in the Grant

Disbursement Agreement. ESD shall be provided with copies of all account statements. Interest earned on the funds deposited in the Imprest Account must be returned to ESD quarterly along with copies of all bank statements, starting when funds are deposited and continuing until all funds have been disbursed.

The Grantee may request funds from the Imprest Account to pay for eligible Project expenses on a monthly basis, unless otherwise approved by ESD, in accordance with Design and Construction requirements. Eligible expenditures paid by ESD's grant must be incurred on or after September 1, 2022 to be considered eligible Project costs. All requests for payments must be requested by December 31, 2028; any funds remaining in the Imprest Account as of December 31, 2028 shall be returned to ESD. The final 10% of the grant will be retained until documentation supporting project completion has been received by ESD.

4. ESD may reallocate the Project funds to another form of assistance, at an amount no greater than \$55,000,000 for this Project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
5. The Grantee will be deemed in default and the grant funds will be subject to *pro rata* recapture if a.) any Project components financed with ESD funds are sold or transferred to different ownership (other than to a Grantee affiliate) within 5 years of disbursement of funds without prior approval of ESD, and/or b.) the following requirements are not met:
 - BUDC shall employ competitive solicitation processes in coordination with ESD for selecting firms/contractors to lead the design and construction of the Subprojects.
 - For the campus microgrid component of the Build Back Better Subproject, BUDC shall realize the following minimum Project components:
 - A new solar power generating source at the Northland campus and any necessary upgrades to the BUDC-owned electrical substation;
 - Implementation of a Community Solar Program for reduction of monthly electrical costs for neighborhood residents; and
 - Development of a solar and/or emerging power training curriculum for use by the NWTC, , either as part of this project or through other parallel efforts.
 - BUDC shall properly operate, maintain, and administer the solar power generation and Community Solar Program for a minimum of five years after completion.

The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and default occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

- (i) 100% of the disbursed amount if the transfer occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
- (ii) 80% of the disbursed amount if the transfer occurred in the second full calendar year after the disbursement was made;
- (iii) 60% of the disbursed amount if the transfer occurred in the third full calendar year after the disbursement was made;
- (iv) 40% of the disbursed amount if the transfer occurred in the fourth full calendar year after the disbursement was made;
- (v) 20% of the disbursed amount if the transfer occurred in the fifth full calendar year after the disbursement was made.

IV. Statutory Basis – Regional Economic and Community Assistance Program (“RECAP”)

The RECAP funding for the project was authorized in the 2022-23 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Design and Construction

ESD Design & Construction staff or their designates will review the pre-development plan, budget/design estimates and construction documents. Design & Construction staff or their designates will attend BUDC/contractor meetings, at its option, and review milestones, schedule, monthly requisitions and recommend payments when its requirements have been met.

VI. Environmental Review

The Directors made a Determination of No Significant Effect on the Environment for the Northland Corridor Redevelopment Project at their meeting of April 21, 2016, pursuant to the requirements of the State Environmental Quality Review Act (“SEQRA”) and the implementing regulations of the New York State Department of Environmental Conservation. This determination was based upon a coordinated SEQRA review made by the City of Buffalo as lead agency (on which ESD served as an Involved Agency). The review addressed all aspects of the Northland Corridor Redevelopment including anticipated improvements associated with facilitating and implementing all components associated with the subject Phase 3 of activities proposed there. Therefore, no further environmental review associated with this action is required.

Because several buildings in the Northland Corridor are listed on or are eligible for listing on the State/National Registers of Historic Places, ESD will continue to ensure that BUDC continues to undertake consultation with the New York State Office of Parks, Recreation and Historic Preservation in their role as SHPO pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law and Section 106 of the National Historic Preservation Act. As previously noted, prior consultation efforts for the Northland Redevelopment resulted in a 2017 MOA executed by the City of Buffalo Urban Renewal Agency, SHPO, BUDC, and ESD, which remains in effect. ESD will continue to ensure that all stipulations in this MOA continue to be met.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this project. The Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprise (MWBEs) for any contractual opportunities generated in connection with the project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve MWBE Participation. Establishment of specific goals related to the total value of ESD's funding is still pending.

VIII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

IX. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

X. Additional Submissions to Directors

Resolutions
New York State Map
Project Finance Memorandum

Buffalo (Western New York Region – Erie County) – Northland Corridor Redevelopment Phase 3 Capital – Regional Economic and Community Assistance Program (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Northland Corridor Redevelopment Phase 3 Capital (Capital Grant) (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Buffalo Urban Development Corporation a grant for a total amount not to exceed Fifty-Five Million Dollars (\$55,000,000) from the Regional Economic and Community Assistance Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

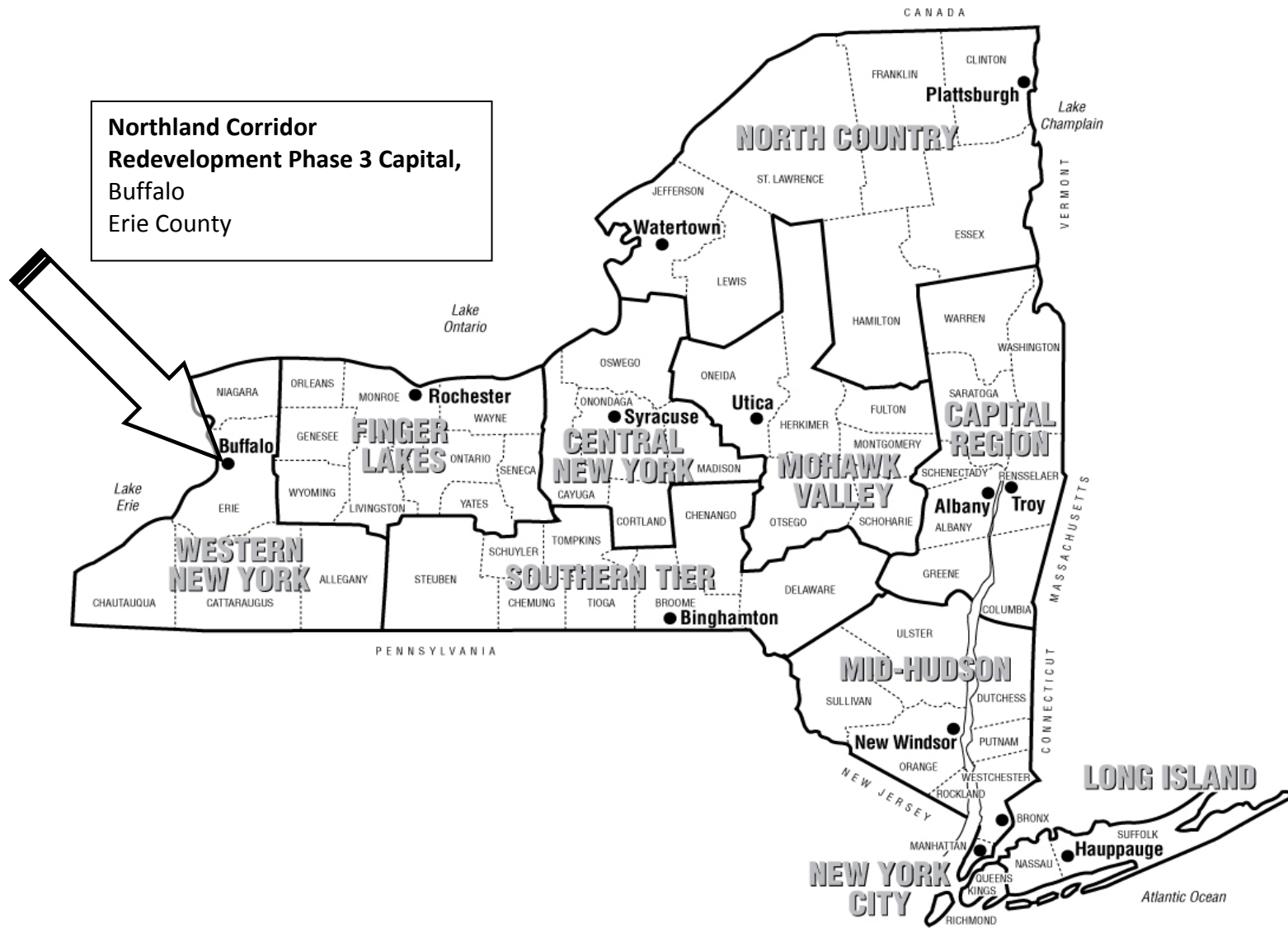
RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them

hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Pittsford (Finger Lakes Region – Monroe County)
– TOPTICA Capital – Regional Council Capital Fund (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act;
Authorization to Adopt the Proposed General Project Plan for the Purpose
of Making a Grant; Authorization to Make a Grant and to Take Related
Actions

ESD Directors’ Summary

TOPTICA develops and manufactures high-end laser systems for scientific and industrial applications. In 2021, the Company applied for project funding through Round 11 of the Finger Lakes Regional Economic Development Council’s (“REDC”) Consolidated funding Application (“CFA”), and ESD staff signed an Incentive Proposal with the Company in April 2022, agreeing to pay a portion of the costs for renovations and machinery and equipment expenditures to add a new clean room. In exchange for the Grant funding totaling \$400,000, the Company has agreed to invest \$2,674,000 into the project, including \$2,274,000 of its own equity, and retain 32 employees at the project location and hire an additional 22 full-time employees. The Company was also awarded \$1,000,000 in Excelsior Jobs Program tax credits for the creation of 22 net new jobs.

The Company has made the investment and currently has 39 full-time employees at the project location. Because the Company has satisfied its obligations under the Incentive Proposal, ESD is now recommending that the Board authorize the release of funds for this project.

General Project Plan

I. Project Summary

Grantee: TOPTICA Photonics, Inc. (“TOPTICA” or the “Company”)

ESD* Investment: A grant of up to \$400,000 to be used for a portion of the cost of renovation costs and the purchase of machinery and equipment

* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 1120 Pittsford Victor Road, Pittsford, Monroe County

Proposed Project: Renovation of the Company’s current Facility to add a clean room and the purchase of new machinery and equipment for laser development

Project Type: Business expansion involving job retention and creation

Regional Council: The project is consistent with the Finger Lakes Regional Economic Development Council Plan to increase regional wealth through investing in manufacturing.

Employment: Initial employment at time of Application to ESD: 32
 Current employment level: 39
 Minimum employment through January 1, 2030: 54

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Construction/Renovations	\$1,500,000
Machinery & Equipment	325,000
Furniture, Fixtures & Equipment	699,000
Soft Costs	<u>150,000</u>
Total Project Costs	<u>\$2,674,000</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	\$400,000	15%
Company Equity	<u>2,274,000</u>	<u>85%</u>
Total Project Financing	<u>\$2,674,000</u>	<u>100%</u>

III. Project Description

A. Company

Industry: TOPTICA develops and manufactures high-end laser systems for scientific and industrial applications.

Company History: In 2002, TOPTICA began its base in North America when it founded TOPTICA Photonics Inc. (TPI) originally located in Westfield, Massachusetts. Leading TOPTICA Photonics Inc. for nearly two decades has been its CEO Mark A. Tolbert. Their portfolio includes diode lasers, ultrafast fiber lasers, terahertz systems and frequency combs. OEM customers, scientists, and over a dozen Nobel laureates all acknowledge the world-class exceptional specifications of TOPTICA’s lasers, as well as

their reliability and longevity.

Ownership: TOPTICA is a privately held company.

Size: All facilities are located in Pittsford, NY.

Market: TOPTICA is in the quantum technologies, biophotonics and industrial metrology industries. Their customers are OEMS, Government agencies, some of the largest OEM's in the quantum market. This includes some well-known and funded start-ups as well as long established corporations. We also work with many different government agencies such as NASA, government labs such as Air Forces Research lab and universities including Harvard, M.I.T. and University of Rochester.

ESD Involvement: TOPTICA sought assistance from New York State to assist with the renovation and purchase of machinery and equipment so that the Company could continue to be an industry leader. In July 2021, TOPTICA applied through the Consolidated Funding Application ("CFA") for assistance to fill a funding gap. As a result of the Governor's Regional Economic Council, TOPTICA was awarded a grant totaling \$400,000 through Round 11 of the CFA process to assist with project funding. Additionally, TOPTICA was awarded up to \$1,000,000 in Excelsior Jobs Program tax credits for the creation of 22 net new jobs through Round 11 CFA process.

Competition: OEM's in the quantum technology market.

Past ESD Support: Funding for the past five years to the Grantee is summarized in the following chart:

Program	Project #	Amount	Date Start (ESD Directors' Approval Date)	Date End (Project Completion: Contract Expiration)	Purpose
Regional Council Capital Fund	Y106	\$85,517.53	May 19, 2016	December 31, 2021	Discretionary - Renovation of Facility and M&E purchases.

B. The Project

Completion: January 2023

Activity: The Company has renovated the first and third floor of 1120 Pittsford Victor Road. TOPTICA renovated the first-floor office space into a clean space laboratory and production space for high end laser manufacturing and R&D. The third floor was renovated into an open office space.

Results: Retain 32 existing jobs and create 22 new jobs. The Company has already created 7 new jobs.

Business Investment

Project: Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

Evaluated over a seven-year period, the following are anticipated project impacts (dollar values are present value):

- Fiscal benefits to NYS government from the project are estimated at \$10,415,514;
- Fiscal cost to NYS government is estimated at \$1,698,310;
- Project cost to NYS government per direct job is \$42,373;
- Project cost to NYS government per job (direct plus indirect) is estimated at \$15,959;
- Ratio of project fiscal benefits to costs to NYS government is 6.13:1;
- Fiscal benefits to all governments (state and local) are estimated at \$18,109,134;
- Fiscal cost to all governments is \$1,698,310;
- All government cost per direct job is \$42,373;
- All government cost per total job is \$15,959;
- The fiscal benefit to cost ratio for all governments is 10.66:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at \$131,515,121, or \$1,235,834 per job (direct and indirect);
- The economic benefit to cost ratio is 77.44:1;
- Project construction cost is \$1,650,000, which is expected to generate 11 direct job years and 7 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 1.67 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is two years.

Grantee Contact: Mark Tolbert, CEO
1120 Pittsford Victor Rd.
Pittsford, NY 14534
Phone: (585) 657-6663
E-mail: Mark.Tolbert@toptica-usa.com

ESD Project No.: 134,711

Project Team:	Origination	Steve Golding
	Project Management	Leanna DeFrancesco
	Contractor & Supplier Diversity	Kelly Forsey
	Finance	Vanusa DeBrito
	Environmental	Eram Qadri

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the \$400,000 capital grant (\$4,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Company will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. The Company will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Company's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project or grants from a government source.
4. Prior to disbursement, the Company must employ at least the number of Full-time Permanent Employees set forth as the Baseline Employment in the table below. A Full-time Permanent Employee shall mean (a) a full-time, permanent, private-sector employee on the Grantee's payroll, who has worked at the Project Location for a minimum of thirty-five hours per week for not less than four consecutive weeks and who is entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on Grantee's payroll, who have worked at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties.
5. Up to \$400,000 will be disbursed to the Grantee in three installments as follows:
 - a) an Initial Disbursement of an amount equal to 50% of the grant (\$200,000) upon documentation of project costs totaling \$2,674,000, including \$1,500,000 in building

- renovations, upon completion of the project substantially as described in these materials, a Certificate of Occupancy, and documentation of the employment of at least 39 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
- b) a Second Disbursement of an amount equal to 25% of the grant (\$100,000) will be disbursed upon documentation of the employment of at least 48 Full-time Permanent Employees at the Project Location (Employment Increment of 9), provided Grantee is otherwise in compliance with program requirements;
 - c) a Third Disbursement of an amount equal to 25% of the grant (\$100,000) will be disbursed upon documentation of the employment of at least 54 Full-time Permanent Employees at the Project Location (Employment Increment of 6), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after November 5, 2021, to be considered eligible project costs. All disbursements must be requested by April 1, 2028.

- 6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$400,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
- 7. In consideration for the making of the Grant, Grantee will achieve the Employment Goals set forth in Column B of the table below. If the Full-time Permanent Employee Count for the year prior to the reporting date set forth in Column A of the table below is less than eighty-five percent (85%) of the Employment Goal set forth in Column B (an "Employment Shortfall"), then upon demand by ESD, Grantee shall be obligated to repay to ESD a portion of each disbursement of the Grant, as follows:

The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the Employment Shortfall occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

- (i) 100% of the disbursed amount if the Employment Shortfall occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
- (ii) 80% of the disbursed amount if the Employment Shortfall occurred in the second full calendar year after the disbursement was made;
- (iii) 60% of the disbursed amount if the Employment Shortfall occurred in the third full calendar year after the disbursement was made;
- (iv) 40% of the disbursed amount if the Employment Shortfall occurred in the fourth full calendar year after the disbursement was made;

- (v) 20% of the disbursed amount if the Employment Shortfall occurred in the fifth full calendar year after the disbursement was made.

The Grantee’s number of Full-time Permanent Employees shall be deemed to be the greater of the number as of the last payroll date in the month of December for such year or the average employment for the 12 month period computed by quarter.

Baseline Employment	32
A	B
Reporting Date	Employment Goals
February 1, 2024	32+X+Y+Z
February 1, 2025	32+X+Y+Z
February 1, 2026	32+X+Y+Z
February 1, 2027	32+X+Y+Z
February 1, 2028	32+X+Y+Z

X = Grantee’s Employment Increment that will be the basis of the First Disbursement of the Grant as described in section C.5 above (i.e. X=7, and Employment Goals shall equal [32 + X = 39] if the First Disbursement is made, in the year such disbursement is made and for each year thereafter). If the First Disbursement has not yet been made then X=0.

Y = Grantee’s Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. Y=9, and Employment Goals shall equal [32 + X + Y = 48] if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then Y=0.

Z = Grantee’s Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Z=6, and Employment Goals shall equal [32 + X + Y + Z = 54] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Z=0.

IV. Statutory Basis

The funding was authorized in the 2021-2022 New York State budget and reappropriated in the 2022-2023, and 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprises (MWBEs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding.

VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VIII. Additional Submissions to Directors

Resolutions

New York State Map

Benefit-Cost Analysis

Project Finance Memorandum

Regional Council Award – Pittsford (Finger Lakes Region – Monroe County) – TOPTICA Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the TOPTICA Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to TOPTICA Photonics, Inc. a grant for a total amount not to exceed Four Hundred Thousand Dollars (\$400,000) from the Regional Council Capital Fund , for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

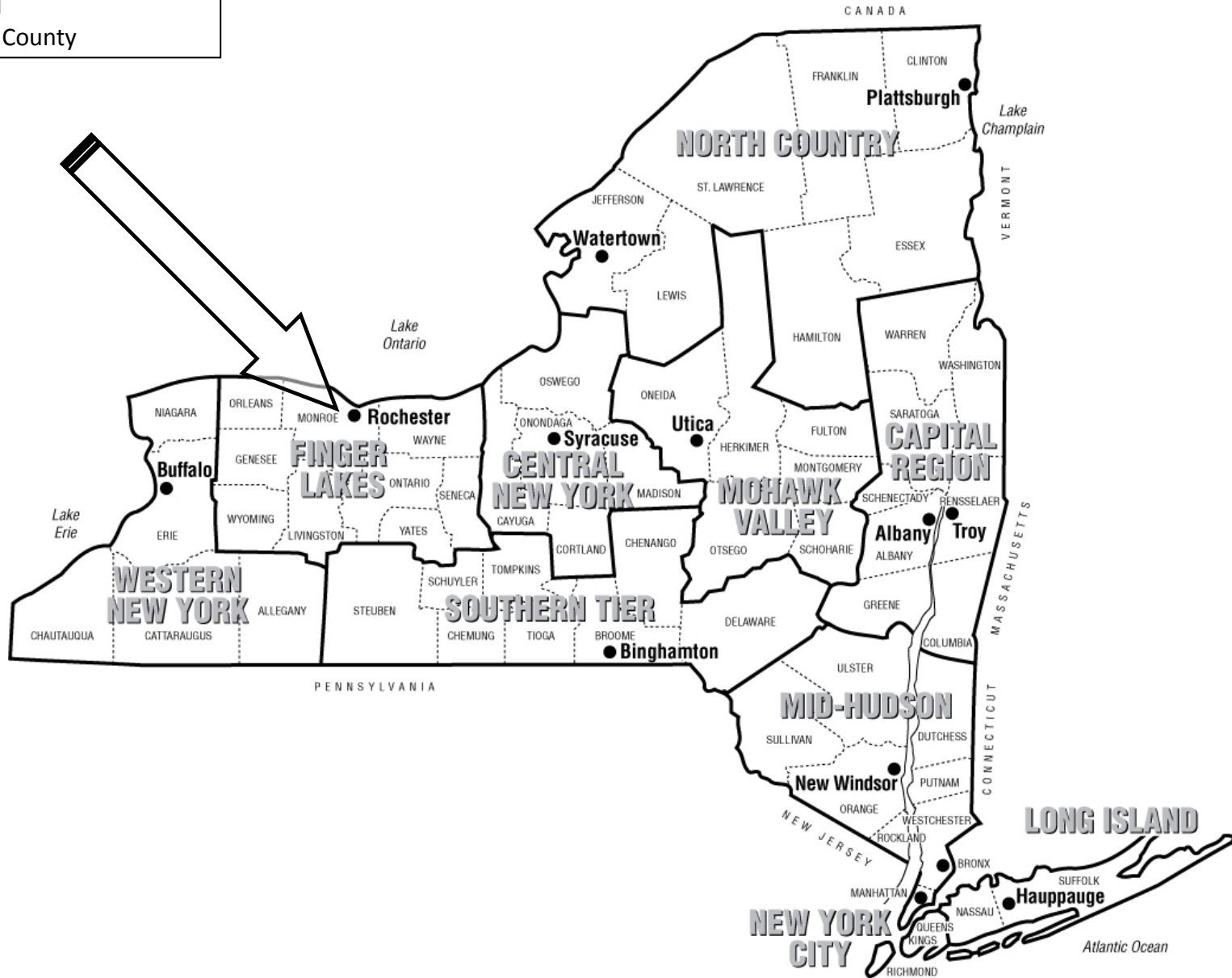
RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any

and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

TOPTICA Capital
Pittsford
Monroe County



**Project Summary
Benefit-Cost Evaluation¹**

TOPTICA Photonics, Inc. – Business Investment

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

Initial Jobs:	32	Construction Job Years (Direct):	11
New Jobs:	22 over four years	Construction Job Years (Indirect):	7

Evaluation Statistics	Project Results NYS Gov't.	NYS Gov't. Benchmarks²	Project Results State & Local Government	State & Local Government Benchmarks
Fiscal Costs³	\$1,698,310	\$794,250	\$1,698,310	\$1,020,500
Fiscal Benefits⁴	\$10,415,514	\$2,085,600	\$18,109,134	\$4,271,980
Fiscal Cost /Direct Job	\$42,373	\$3,000	\$42,373	\$4,110
Fiscal Cost/Total Jobs	\$15,959	\$1,424	\$15,959	\$1,964
Fiscal B/C Ratio	6.13	7.00	10.66	10.60
	Project Results	Benchmarks		
Economic Benefits⁵	\$131,515,121	\$119,468,000		
Econ. Benefits/Total Jobs	\$1,235,834	\$147,600		
Economic B/C Ratio	77.44	75.00		

¹ Dollar values are present value calculated over a seven-year period. Separate evaluations are made and reported for New York State government assistance alone and for State and Local government.

² The current project evaluation results (both fiscal and economic) are compared to performance measure benchmarks based on results of a sample of ESD non-retail projects. Business Investment project benchmarks are 7.00 (Fiscal) and 75.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

³ Fiscal cost includes the value of grants, loans and associated default risks, and discretionary subsidies (such as tax exemptions or abatements on sales, property, and interest income).

⁴ Fiscal benefits are the loan repayments and tax revenues to New York State and Local governments generated by project activity. This includes estimated taxes on personal incomes from project direct and indirect employment, corporate and business incomes, excise and user taxes, property taxes, and other taxes.

⁵ Economic benefits are estimated project benefits measuring fiscal flows to government plus net resident disposable income from project direct and indirect employment net of transfers, without adjusting for individual income earners' opportunity cost of employment.

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Syracuse (Central New York Region – Onondaga County) – Armoured One Capital – Regional Council Capital Fund – (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

ESD Directors' Summary

Armoured One LLC produces glass and film for security as well as provides businesses and educational facilities training to combat active shooter situations. In 2019, Armoured One LLC applied for project funding through Round 9 of the Central New York Regional Economic Development Council's ("REDC") Consolidated Funding Application ("CFA"), and ESD staff signed an Incentive Proposal with the Company in November 2021, agreeing to pay a portion of the costs of renovations. In exchange for Grant funding totaling \$400,000, the Company has agreed to invest \$2,900,597 into the project, including \$628,000 of its own equity, and retain its 29 employees at the project location and hire an additional 35 full-time employees. As a part of this project, the Company was also awarded \$300,000 in Excelsior Jobs Program tax credits for the creation of 35 net new jobs.

The Company has been working on renovations to their facility and has purchased machinery and equipment for the production of their security glass and the Company currently has 29 full-time employees at the project location. Because the Company has satisfied its obligations under the Incentive Proposal, ESD is now recommending that the Board authorize the release of funds for this project.

General Project Plan

I. Project Summary

Grantee: Armoured One LLC ("Armoured One" or the "Company")

ESD* Investment: A grant of up to \$400,000 to be used for a portion of the cost of renovation

* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 386 North Midler Avenue, Syracuse, Onondaga County

Proposed Project: Building renovation, demolition and environmental remediation, and the purchase and installation of machinery and equipment to produce security glass

Project Type: Business expansion involving job retention and creation

Regional Council: The project is consistent with the Central NY Regional Economic Development Council Plan to strengthen targeted industry concentrations that leverage unique economic assets.

Employment: Initial employment at time of ESD Incentive Proposal: 29
 Current employment level: 29
 Minimum employment through January 1, 2026: 64

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Renovations	\$2,117,629
Machinery & Equipment	<u>782,968</u>
Total Project Costs	<u>\$2,900,597</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>	<u>Rate/Term/Lien</u>
ESD-Grant	\$400,000	14%	
Bank Loan - UCC	311,000	11%	5%/ 5.5yrs/2nd lien on RE
Mortgage	1,561,184	53%	4.5%/21yrs/ 1st lien on RE
Company Equity	<u>628,413</u>	<u>22%</u>	
Total Project Financing	<u>\$2,900,597</u>	<u>100%</u>	

III. Project Description

A. Company

Industry: Security film installation, fabrication of security glass, and security training.

Company History: The Company was formed in 2013 to assess schools in safeguarding teachers, students, and staff from an active shooter situation. Since then, products and services have been developed to aid schools and businesses.

Ownership: Privately owned

Size: The Company has a main office in Syracuse and a remote office in South Carolina with three staff.

Market: Schools, universities, government agencies, construction contractors, not-for-profit entities, etc.

ESD Involvement: Armoured One sought assistance from New York State to assist in the remodeling of their facility. In July 2019, Armoured One applied through the Consolidated Funding Application (“CFA”) for assistance to fill a funding gap. As a result of the Governor’s Regional Economic Council, Armoured One was awarded a grant totaling \$400,000 through the Round 9 CFA process to assist with project funding. Additionally, Armoured One was awarded up to \$300,000 in Excelsior Jobs Program tax credits for the creation of 35 net new jobs through the Round 9 CFA process.

Competition: Security firms

Past ESD Support: This is the Company’s first project with ESD.

B. The Project

Completion: March 2024

Activity: The Company has been working on renovations to their facility and has purchased machinery and equipment for the production of their security glass including a Laminating Oven.

Results: Retain 29 existing jobs and create 35 new jobs.

Business Investment Project: Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

Evaluated over a seven-year period, the following are anticipated project impacts (dollar values are present value):

- Fiscal benefits to NYS government from the project are estimated at \$2,506,690;
- Fiscal cost to NYS government is estimated at \$1,244,645;
- Project cost to NYS government per direct job is \$42,273;
- Project cost to NYS government per job (direct plus indirect) is estimated at \$18,338;
- Ratio of project fiscal benefits to costs to NYS government is 2.01:1;
- Fiscal benefits to all governments (state and local) are estimated at \$4,357,033;
- Fiscal cost to all governments is \$1,244,645;
- All government cost per direct job is \$42,273;
- All government cost per total job is \$18,338;
- The fiscal benefit to cost ratio for all governments is 3.50:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at \$33,128,017, or \$488,086 per job (direct and indirect);
- The economic benefit to cost ratio is 26.62:1;
- Project construction cost is \$2,117,629, which is expected to generate 16 direct job years and 9 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 1.05 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is six years.

Grantee Contact: Giambattista Amodei, CTO
386 North Midler Avenue
Syracuse, NY 13206
Phone: (315) 374-3733
E-mail: tino@armouredone.com

ESD Project No.: 133,369

Project Team:	Origination	Zach Becker
	Project Management	Leanna DeFrancesco
	Contractor & Supplier Diversity	Jordan Kaplan
	Finance	Kayla Biles
	Environmental	Eram Qadri

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the \$400,000 capital grant (\$4,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Company will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. The Company will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Company's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project or grants from a government source.
4. Prior to disbursement, the Company must employ at least the number of Full-time Permanent Employees set forth as the Baseline Employment in the table below. A Full-time Permanent Employee shall mean (a) a full-time, permanent, private-sector employee on the Grantee's payroll, who has worked at the Project Location for a minimum of thirty-five hours per week for not less than four consecutive weeks and who is entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on Grantee's payroll, who have worked at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties.
5. Up to \$400,000 will be disbursed to the Grantee in three installments as follows:
 - a) an Initial Disbursement of an amount equal to 50% of the grant (\$200,000) upon documentation of project costs totaling \$2,530,000, including \$1,380,000 in renovations, upon completion of the project substantially as described in these materials, a Certificate of Occupancy or Completion, and documentation of the employment of at least 29 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
 - b) a Second Disbursement of an amount equal to 25% of the grant (\$100,000) will be disbursed upon documentation of the employment of at least 47 Full-time Permanent Employees at the Project Location (Employment Increment of 18), provided Grantee is otherwise in compliance with program requirements;
 - c) a Third Disbursement of an amount equal to 25% of the grant (\$100,000) will be disbursed upon documentation of the employment of at least 64 Full-time Permanent Employees at the Project Location (Employment Increment of 17), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESD of an invoice and such other

documentation as ESD may reasonably require. Expenses must be incurred on or after December 19, 2019, to be considered eligible project costs. All disbursements must be requested by April 1, 2027.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$400,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
7. In consideration for the making of the Grant, Grantee will achieve the Employment Goals set forth in Column B of the table below. If the Full-time Permanent Employee Count for the year prior to the reporting date set forth in Column A of the table below is less than eighty-five percent (85%) of the Employment Goal set forth in Column B (an "Employment Shortfall"), then upon demand by ESD, Grantee shall be obligated to repay to ESD a portion of each disbursement of the Grant, as follows:

The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the Employment Shortfall occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

- (i) 100% of the disbursed amount if the Employment Shortfall occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
- (ii) 80% of the disbursed amount if the Employment Shortfall occurred in the second full calendar year after the disbursement was made;
- (iii) 60% of the disbursed amount if the Employment Shortfall occurred in the third full calendar year after the disbursement was made;
- (iv) 40% of the disbursed amount if the Employment Shortfall occurred in the fourth full calendar year after the disbursement was made;
- (v) 20% of the disbursed amount if the Employment Shortfall occurred in the fifth full calendar year after the disbursement was made.

The Grantee's number of Full-time Permanent Employees shall be deemed to be the greater of the number as of the last payroll date in the month of December for such year or the average employment for the 12 month period computed by quarter.

Baseline Employment	29
A	B
Reporting Date	Employment Goals
February 1, 2024	29+X+Y
February 1, 2025	29+X+Y
February 1, 2026	29+X+Y
February 1, 2027	29+X+Y
February 1, 2028	29+X+Y

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. X=18, and Employment Goals shall equal $[29 + X = 47]$ if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.

Y = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Y=17, and Employment Goals shall equal $[29 + X + Y = 64]$ if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.

IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2019-2020 New York State budget and reappropriated in the 2020-2021, 2021-2022, 2022-2023, and 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Organization shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises (MWBEs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding.

VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VIII. Additional Submissions to Directors

Resolutions

New York State Map

Benefit-Cost Analysis

Project Finance Memorandum

Regional Council Award – Syracuse (Central New York Region – Onondaga County) – Armoured One Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Armoured One Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Armoured One LLC a grant for a total amount not to exceed four hundred thousand Dollars (\$400,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

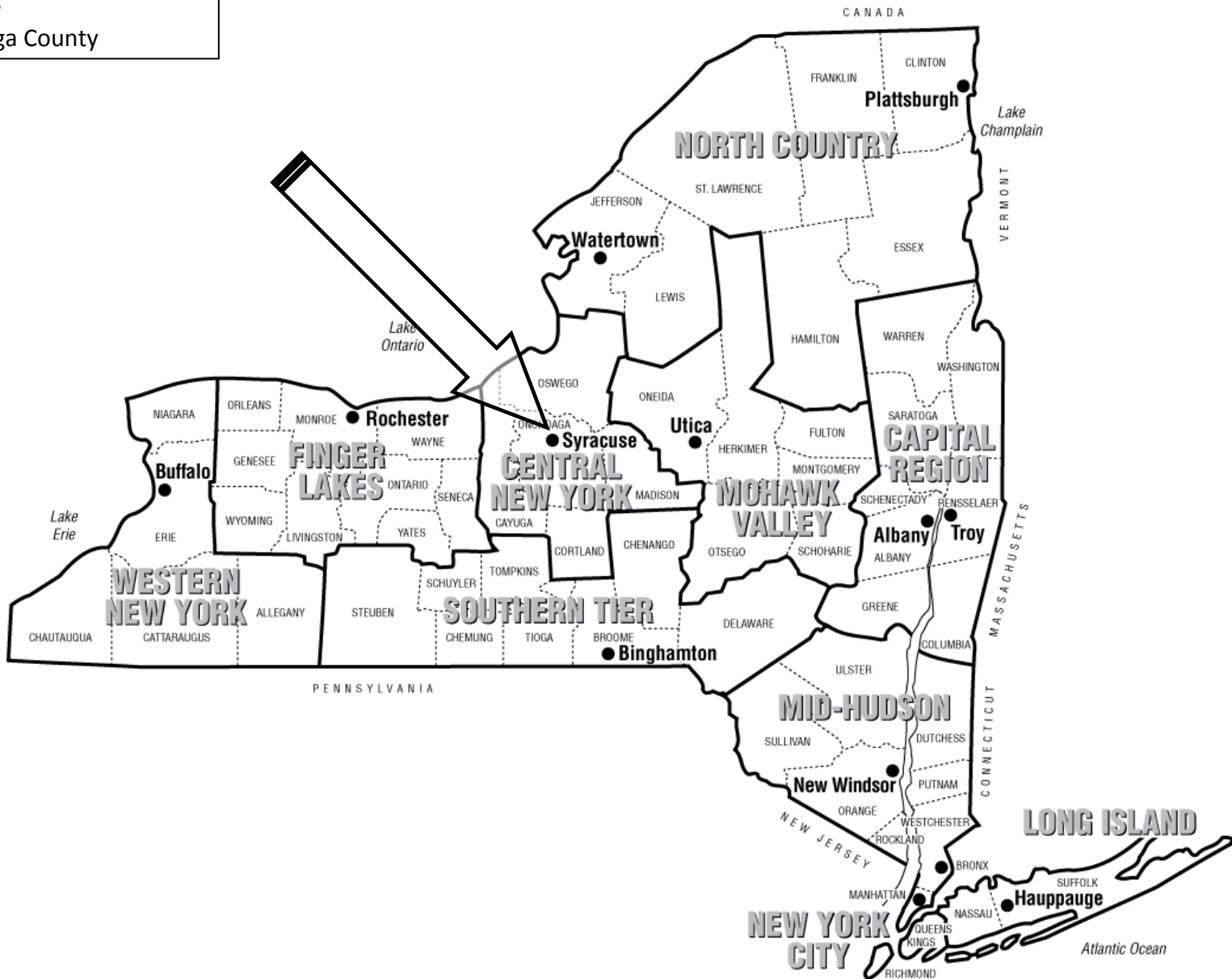
RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any

and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Armoured One Capital
Syracuse
Onondaga County



**Project Summary
Benefit-Cost Evaluation¹**

Armoured One LLC – Business Investment

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

Initial Jobs:	29	Construction Job Years (Direct):	16
New Jobs:	35 over five years	Construction Job Years (Indirect):	9

Evaluation Statistics	Project Results	NYS Gov't.	Project Results	State & Local
	NYS Gov't.	Benchmarks ²	State & Local	Government
			Government	Benchmarks
Fiscal Costs ³	\$1,244,645	\$794,250	\$1,244,645	\$1,020,500
Fiscal Benefits ⁴	\$2,506,690	\$2,085,600	\$4,357,033	\$4,271,980
Fiscal Cost /Direct Job	\$42,273	\$3,000	\$42,273	\$4,110
Fiscal Cost/Total Jobs	\$18,338	\$1,424	\$18,338	\$1,964
Fiscal B/C Ratio	2.01	7.00	3.50	10.60
	Project Results	Benchmarks		
Economic Benefits ⁵	\$33,128,017	\$119,468,000		
Econ. Benefits/Total Jobs	\$488,086	\$147,600		
Economic B/C Ratio	26.62	75.00		

¹ Dollar values are present value calculated over a seven-year period. Separate evaluations are made and reported for New York State government assistance alone and for State and Local government.

² The current project evaluation results (both fiscal and economic) are compared to performance measure benchmarks based on results of a sample of ESD non-retail projects. Business Investment project benchmarks are 7.00 (Fiscal) and 75.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

³ Fiscal cost includes the value of grants, loans and associated default risks, and discretionary subsidies (such as tax exemptions or abatements on sales, property, and interest income).

⁴ Fiscal benefits are the loan repayments and tax revenues to New York State and Local governments generated by project activity. This includes estimated taxes on personal incomes from project direct and indirect employment, corporate and business incomes, excise and user taxes, property taxes, and other taxes.

⁵ Economic benefits are estimated project benefits measuring fiscal flows to government plus net resident disposable income from project direct and indirect employment net of transfers, without adjusting for individual income earners' opportunity cost of employment.



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Statewide – FuzeHub DOD Modernization Initiative Capital Project–
Federal DOD Initiative (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act;
Authorization to Adopt the Proposed General Project Plan for the
Purpose of Making a Grant; Authorization to Make a Grant and to Take
Related Actions

ESD Directors' Summary

FuzeHub Inc. (“FuzeHub” or the “Organization”) is a not-for-profit organization formed in 2013 with the mission to provide New York State manufacturers and technology companies with guided access to its extensive network of industry experts, programs and assets to solve productivity, commercialization, research and development issues, and other challenges to growth. The Organization helps start-ups and small to medium sized businesses seeking to grow their business in New York State and provides specialized manufacturing resources as well as access to funding opportunities.

After applying for the Department of Defense award in August 2022, ESD with co-applicant FuzeHub, the state-wide Manufacturing Extension Partnership Center, was awarded a total of \$350,000 on September 13th, 2022. Under this initiative, 12 companies will receive modernization assistance from NYSTAR centers and partners. While offshoring has been a popular trend for decades, the defense industry has provided critical support for domestic manufacturing; some studies estimate between 5 to 10% of US manufacturing demand originates from DoD contracts. This provides DoD suppliers with a solid economic foundation, in turn supporting a strong manufacturing ecosystem. With this in mind, ensuring New York State’s competitiveness in the defense sector is essential to maintaining a healthy NY manufacturing base. This program will help ensure NY manufacturers remain competitive contributors to the defense industry, leading to directly measurable economic impacts while bolstering New York’s overall manufacturing sector. The total project cost is \$425,000 with the grantee contributing \$100,000 grantee equity. Because the Organization has satisfied its obligations for the first disbursement under the Incentive Proposal, ESD is now recommending that the Board authorize the release of funds for this project.

General Project Plan

I. Project Summary

Grantee: FuzeHub Inc. (“FuzeHub” or the “Organization”)

Beneficiary
Companies: Modernization assistance awardees (the “Awardees”)

ESD* Investment: A grant of up to \$350,000 to be used for modernization assistance for 12 companies

* The New York State Urban Development Corporation doing business as Empire State Development “ESD” or the “Corporation”)

Project Location: Statewide

Proposed Project: New York State is home to over 10,000 defense contractors, of which over 1,600 are manufacturers. This grant will be used to fund projects that help at least 12 of these defense-focused manufacturing companies modernize operations through new applications of technology, training workforce to leverage new technology, and improving supply chain resilience through transition to sustainable or domestically sourced materials.

Project Type: Innovation/ Entrepreneurship

Regional Council: The Capital Regional Economic Development Council (“CREDC”) has been made aware of this item. The project is consistent with the CREDC’s goals for job creation, workforce development and economic development.

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Modernization Grants	\$300,000
Administration	<u>\$25,000</u>
Soft Costs	\$100,000
Total Project Costs	<u>\$425,000</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	\$325,000	75%
FuzeHub	\$100,000	<u>25%</u>
*ESD	\$25,000	
Total Project Financing	<u>\$450,000</u>	<u>100%</u>

*ESD is retaining \$25K for administration costs

III. Project Description

A. Organization

Industry: Manufacturing and technology companies

Grantee History: Founded in 2013, FuzeHub, Inc. provides New York State manufacturers and technology companies with guided access to its extensive network of industry experts, programs and assets to solve productivity, commercialization, research and development issues, and other challenges to growth. The Organization helps start-ups and small to medium sized businesses seeking to grow their business in New York state and provides specialized manufacturing resources as well as access to funding opportunities.

Among its many services, FuzeHub also provides training events on trending technologies and connects manufacturing companies to the largest network of manufacturing-related resources throughout the state. The Organization’s programs champion the New York State manufacturing and technology community and provide targeted resources to accelerate manufacturing competitiveness and technology commercialization.

FuzeHub also works closely with the NYSTAR network of resources through the state, a network of over 70 organizations that support entrepreneurship in New York State, which help promote its programs, including the Manufacturing Grants and the Commercialization Competition. Beyond word of mouth from supporting partners, FuzeHub utilizes its established promotion channels, through its website, social media, newsletter and email campaigns, and postcard mailings to a list of

Ownership: FuzeHub is a not-for-profit organization.

Size: FuzeHub employs 8 full time employees and 3 part time employees. There is one facility located in Albany, NY.

Market: Manufacturing and Technology Companies

Competition: N/A

Past ESD Support: Funding for the past five years to the Grantee is summarized in the following chart:

Program	Project #	Amount	Date Start (ESD Directors' Approval Date)	Date End (Project Completion: Contract Expiration)	Purpose
Innovation Venture Competition Program	135,150	\$2,100,000	February 16,2023	December 31, 2025	Continuation of the Commercialization Competition.

B. The Project

Completion: August 2023

Activity: Initial execution of this program focused on 6 counties identified as “defense dependent areas.” Information on the grant, including eligibility requirements, was provided to the six regional NYMEP centers responsible for these counties. The regional MEP centers were responsible for outreach within each county and served as the NYSTAR partner asset for proposed projects.

By Jan 2023, four applications had been received and reviewed. As of February 2023, eligibility for the program was extended state-wide, with information provided to the remaining MEP centers as well as multiple NYSTAR Centers of Advanced Technology.

Future activity is expected to include ongoing outreach, both to NYSTAR assets as well as other relevant economic development groups. Applications will be reviewed on a first-come, first-serve basis, with initial award funds distributed upon receipt of signed award agreements.

Results: As of February, 2023, four applications have been received and approved supporting \$126,500 worth of modernization efforts, of which \$88,500 is

funded through the grant program. Agreements for two of these projects have been fully executed, and initial award payments made.

Together, these four awardees estimate the economic benefit of their projects to include \$1.79 Million in new sales, and the generation of 25 new job positions.

At project completion, we are hoping for an estimated economic impact of \$4 Million in new sales revenue and 50 new job positions created for New York State.

Economic Growth

Investment Project: No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Mrs. Elena Garuc, Executive Director
25 Monroe St, STE 201
Albany, NY 12210
Phone: 518-768-7030
E-mail: Elena@fuzehub.com

ESD Project No.: 135,318

Project Team:	Origination	Cheyenne Keppler
	Project Management	Cheyenne Keppler
	Contractor & Supplier Diversity	Danielle Adams
	Finance	Kayla Biles
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. The Organization will demonstrate no materially adverse changes in its financial condition prior to disbursement.
2. Up to \$325,000 will be disbursed to Grantee upon documentation of project costs totaling \$450,000, Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require, assuming all
3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$350,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

IV. Statutory Basis – Federal OEA DOD CYBER 2022 Fund; UDC Act Section 10(g)

This initiative is supported by a federal award, which the Corporation is authorized to accept pursuant to Section 5(25) of the UDC Act, Chapter 174 of the Laws of 1968, as amended. No residential relocation is required as no families or individuals will be displaced from the project

V. Environmental Review

ESD staff has determined that the requested authorization to make a grant and to take related actions constitutes a Type II action as defined by the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

VI. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business enterprises (MWBES) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that MWBE participation goals need not be applied to this project.

VII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Additional Submissions to Directors

Resolutions
New York State Map
Project Finance Memorandum

Statewide – FuzeHub DOD Modernization Initiative Capital Project– Federal DOD Initiative (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the FuzeHub DOD Modernization Initiative Capital Project -- Federal DOD Initiative (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made,] the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to FuzeHub a grant for a total amount not to exceed Three Hundred and Twenty Five Thousand Dollars (\$325,000) from the Federal DOD Initiative, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

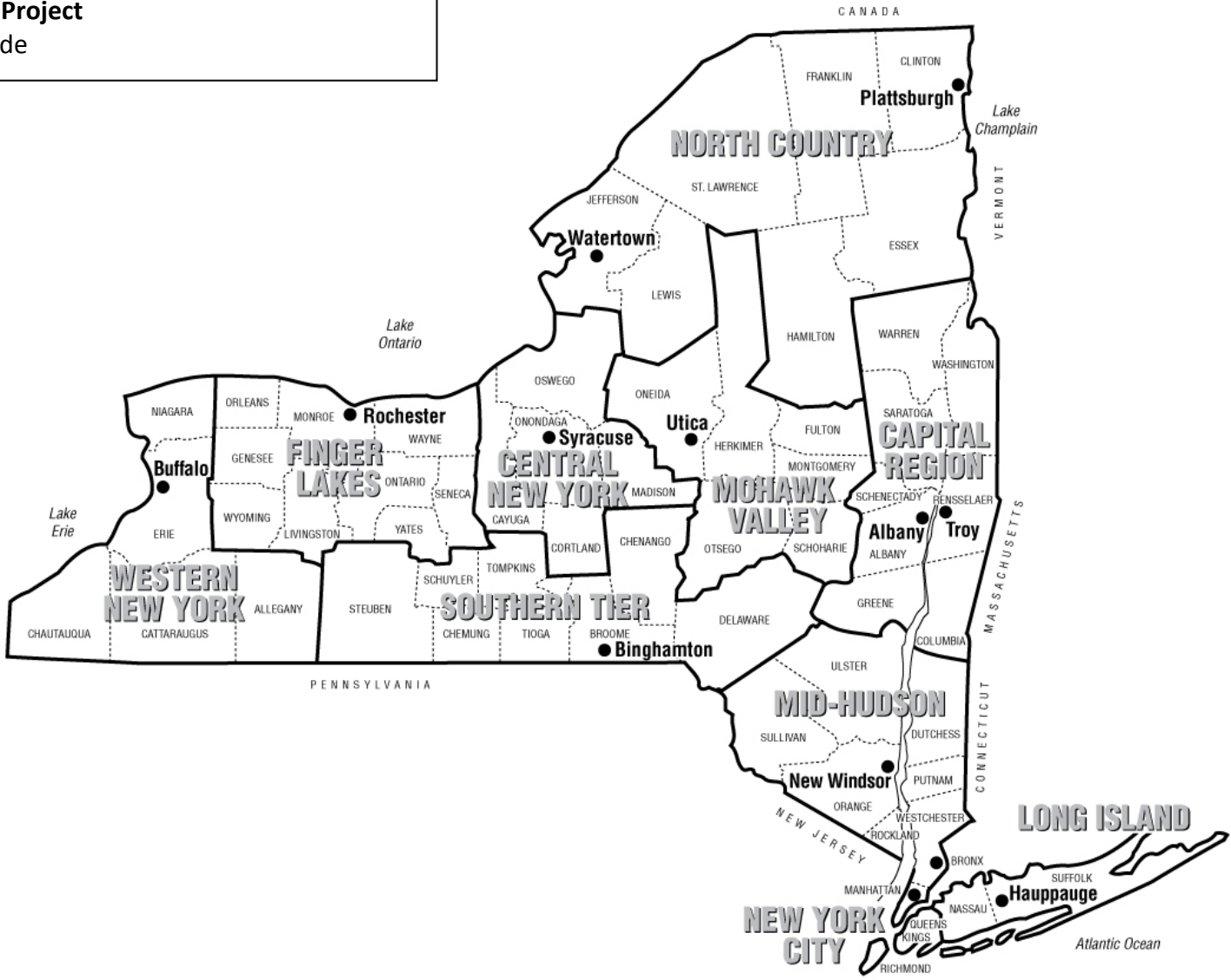
RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in her sole discretion consider to be

necessary or proper to effectuate the foregoing resolutions.

* * *

**FuzeHub DOD Modernization Initiative
Capital Project
Statewide**



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Middletown (Mid-Hudson Region – Orange County) – City of Middletown Capital – Regional Council Capital Fund (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

ESD Directors' Summary

The City of Middletown (the “City”) was incorporated in 1888 and is in the northcentral region of Orange County in New York’s Hudson Valley. In 2015, the City applied for funding via Round 5 of the Mid-Hudson Regional Economic Development Council’s (“REDC”) Consolidated Funding Application (“CFA”). Based on the REDC’s regional goal to improve key regional infrastructure to make the region more business ready, the REDC recommends funding for the project.

In September 2017, ESD staff signed an Incentive Proposal with the City, agreeing to pay a portion of the cost to replace a water main on the Middletown Community Campus. In exchange for the funding, the City agreed to invest \$3,737,000 in its own equity. Total project costs are \$4,237,000. The City has made the investment and the water main has been installed. Because the City has satisfied its obligations under the Incentive Proposal, ESD is now recommending that the Board authorize the release of funds for this project.

General Project Plan

I. Project Summary

Grantee: City of Middletown (the “City” or the “Grantee”)

ESD* Investment: A grant of up to \$500,000 to be used for a portion of the cost of infrastructure and site work

* The New York State Urban Development Corporation doing business as Empire State Development “ESD” or the “Corporation”)

Project Location: County Road 78 – City of Middletown Community Campus, Middletown, Orange County

Proposed Project: Modernization and expansion of water infrastructure from the City Water Treatment Plant to the City of Middletown Community Campus (“MCC”)

Project Type: Infrastructure

Regional Council: The project is consistent with the Mid-Hudson Regional Economic Development Council’s Plan to improve key regional infrastructure to make the region more business ready.

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Infrastructure/Site Work	\$3,571,000
Soft Costs	<u>666,000</u>
Total Project Costs	<u>\$4,237,000</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	\$500,000	12%
Grantee Equity	<u>3,737,000</u>	<u>88%</u>
Total Project Financing	<u>\$4,237,000</u>	<u>100%</u>

III. Project Description

A. Grantee

Industry: Municipality

Grantee History: The City of Middletown was incorporated in 1888. The City is located in the northcentral region of Orange County in New York’s Hudson Valley. It covers over 3,417 acres, and its highest point sits at an elevation of 740 feet. Many of the communities that surround the city include Goshen, Newburgh, Circleville, Mechanicstown, Washington Heights, and Scotchtown.

Ownership: Municipality

Size: All facilities are located in Middletown, NY.

ESD Involvement: The City was experiencing problems with stand-alone, sewer, and storm water due to antiquated infrastructure. In 2015, the City applied for funding via Round 5 of the Mid-Hudson Regional Economic Development Council's ("REDC") Consolidated Funding Application ("CFA"). Based on the REDC's regional goal to improve key regional infrastructure to make the region more business ready, the REDC recommends funding for the project.

In September 2017, ESD staff signed an Incentive Proposal with the City, agreeing to pay a portion of the cost to replace a water main on the Middletown Community Campus. An ESD analysis and vetting of the City's attestations determined that without ESD assistance, the project would not have been feasible.

Competition: N/A

Past ESD Support: Funding for the past five years to the Grantee is summarized in the following chart:

Program	Project #	Amount	Date Start (ESD Directors' Approval Date)	Date End (Project Completion: Contract Expiration)	Purpose
RESTORE NY	AB761	\$385,000	August 16, 2018	December 31, 2020	Capital Grant- Demolition and removal of hazardous material and rubble located at the Middletown Community Campus.

B. The Project

Completion: October 2022

Activity: The City installed a new 24- and 12-inch water transmission main to replace an aging 20-, 18-, and 12-inch transmission main.

Results: The new water main is a major water artery for the City. Without replacement, there could have been loss of water and decreased development due to water issues.

Infrastructure

Investment

Project: No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Joseph DeStefano, Mayor
16 James Street
Middletown, NY 10940
Phone: (845) 346-4100
E-mail: JdeStefano@middletown-ny. com

ESD Project No.: AB355

Project Team:	Origination	Linda Malave
	Project Management	Arturo Rodriguez
	Contractor & Supplier Diversity	Denise Ross
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the \$500,000 capital grant (\$5,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Grantee will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. The Grantee will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed. Equity is defined as cash injected into the project by the Grantee or by investors, and should be auditable through Grantee financial statements or Grantee accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.
4. Up to \$500,000 will be disbursed to Grantee in lump sum upon documentation of infrastructure/site work and soft project costs totaling \$2,996,500, upon completion of the project substantially as described in these materials, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 10, 2015, to be considered eligible project costs. All disbursements must be requested by April 1, 2024.
5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$500,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the

total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2015-2016 New York State budget and reappropriated in the 2016-2017, 2017-2018, 2018-2019, 2019-2020, 2020-2021, 2021-2022, 2022-2023 and 2023-2024 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

The City Council of the City of Middletown, as lead agency, has completed an environmental review of the project pursuant to the requirements of the State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. This review found the project to be a Type 1 Action, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on August 20, 2019. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The City shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with the Project and to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding.

The City is encouraged to use "Good Faith Efforts," pursuant to 9 NYCRR §252.2(m), to utilize NYS-certified Service-Disabled-Veteran-owned Business Enterprises ("SDVOBs") in the execution of the grant. Any utilization of SDVOBs would be in addition to goals established pursuant to Article 15-A of the Executive Law with respect to MWBEs.

VII. Smart Growth Public Infrastructure Review

Pursuant to the requirements of the State Smart Growth Public Infrastructure Policy Act (the "SG Act"), ESD's Smart Growth Advisory Committee has reviewed a Smart Growth Impact Statement for the project and found that the project is consistent with the State Smart Growth Public Infrastructure Criteria ("Smart Growth Criteria"). The designee of the Chief Executive Officer of the Corporation has attested that the project, to the extent practicable, meets the relevant Smart Growth Criteria set forth in the SG Act.

VIII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

IX. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

X. Additional Submissions to Directors

Resolutions
New York State Map

Regional Council Award – Middletown (Mid-Hudson Region – Orange County) – City of Middletown Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the City of Middletown Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to City of Middletown a grant for a total amount not to exceed FIVE HUNDRED THOUSAND Dollars (\$500,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any

and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

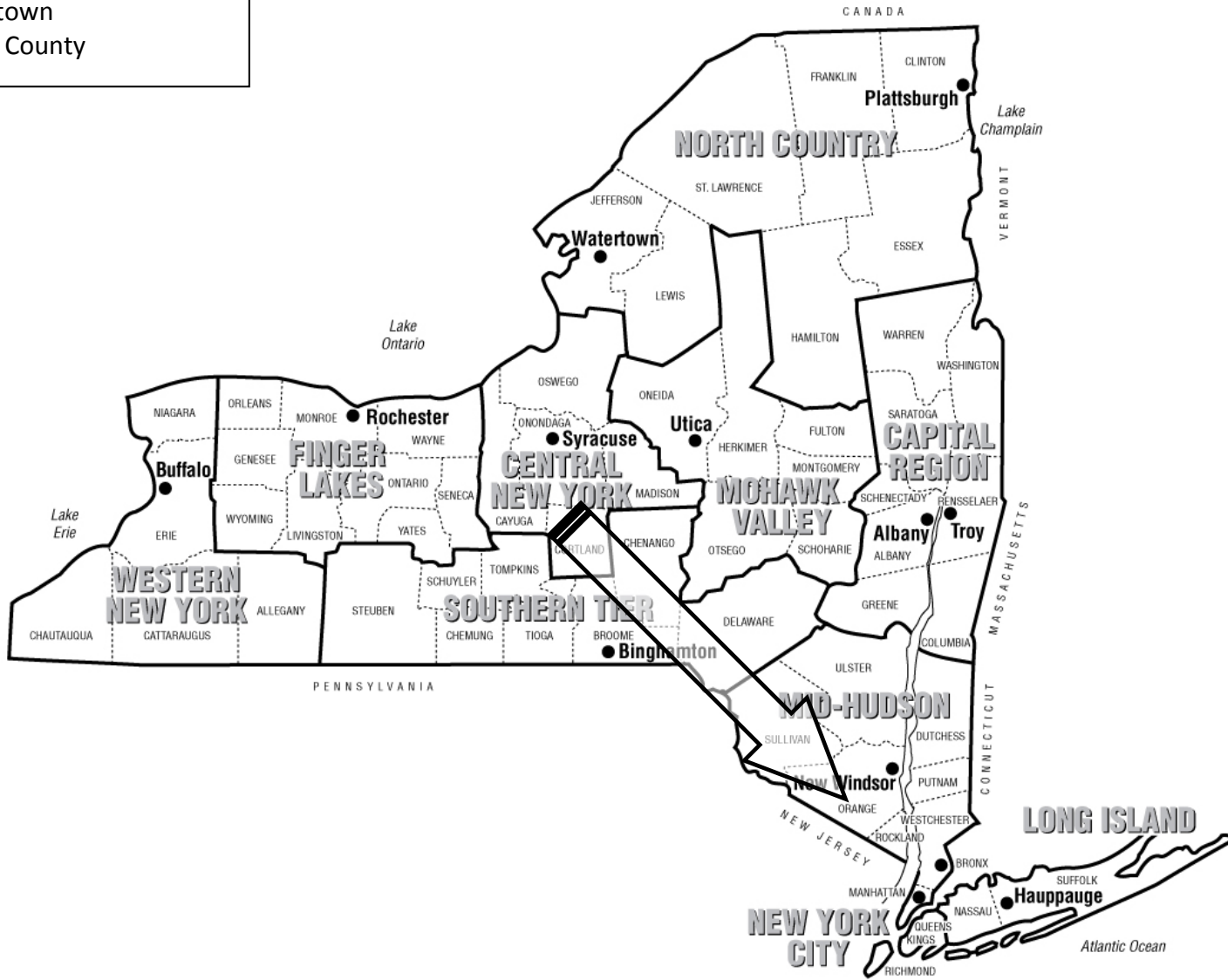
April 20, 2023

Regional Council Award – Middletown (Mid-Hudson Region – Orange County County) –
City of Middletown Capital – Regional Council Capital Fund (Capital Grant) –
Determination of No Significant Effect on the Environment

RESOLVED, that based on the material submitted to the Directors with respect to the City of Middletown Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

City of Middletown Capital
Middletown
Orange County



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Milton (Mid-Hudson Region – Ulster County) – Hudson River Fruit - CA Warehouse 2021 Capital – Regional Council Capital Fund (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

ESD Directors' Summary

Paradise Valley Orchards LLC (the “Company”) was incorporated in 2015 when Daniel & Susan Albinder purchased the property at 262 Milton Turnpike in Milton, Ulster County. The Company owns the land upon which Hudson River Fruit Distributors (the “Tenant”) operates a farm. The Company applied for a Round 11 Regional Council Capital Fund grant in 2021, and Empire State Development (“ESD”) awarded the Company a \$367,100 grant to pay for a portion of the cost of construction, renovations, and the purchase of machinery and equipment for a five-room controlled-atmosphere building to be used for year-round apple storage. The total project cost totals \$1,835,500, and the Company is contributing \$1,468,400 in equity. The grantee has committed to retaining 60 existing full-time employees and employing 7 new full-time permanent employees and 3 full-time seasonal employees by January 1, 2023. The incentive proposal was accepted in July 2022.

The storage facility has been completed as of August 2022, and the Tenant employs 67 employees as of the beginning of 2023. The grantee shall employ a total of 70 full-time employees (including up to 3 full-time seasonal employees) at the project location by January 1, 2024 and retain these employees through January 1, 2026. Because the Grantee has satisfied the requirements for the first and second disbursements under the terms of the Incentive Proposal, ESD is recommending that the Board authorize the release of funds for this project.

General Project Plan

I. Project Summary

Grantee: Paradise Valley Orchards LLC (the “Company”)

Beneficiary Company: Hudson River Fruit Distributors (“HRFD” or the “Tenant”)

ESD* Investment: A grant of up to \$367,100 to be used for a portion of the cost of construction, renovations, and the purchase of machinery and equipment

* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Locations: 262 Milton Turnpike, Milton, Ulster County*
65 Old Indian Road, Milton, Ulster County
139 Peach Road, Milton, Ulster County
641 North Avenue, Pleasant Valley, Dutchess County

*Project activity site; others are job-retention sites

Proposed Project: Construction of a five-room controlled-atmosphere building to be used for apple storage.

Project Type: New construction involving job creation and retention

Regional Council: The project is consistent with the Mid-Hudson Regional Economic Development Council Plan by increasing the Mid-Hudson region’s ability to maintain a self-sufficient and local food ecosystem.

Employment: Initial employment at time of ESD Incentive Proposal: 60
Current employment level: 67
Minimum employment through January 1, 2026: 70*

*May include up to three (3) seasonal employees at Project Locations

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Construction/Renovation	\$1,435,500
Machinery and Equipment	<u>\$400,000</u>
Total Project Costs	<u>\$1,835,500</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	\$367,100	20%
Company Equity	<u>\$1,468,400</u>	<u>80%</u>
Total Project Financing	<u>\$1,835,500</u>	<u>100%</u>

III. Project Description

A. Company

Industry: Agricultural real estate management

Company History: Paradise Valley Orchards LLC was incorporated in 2015 when Daniel & Susan Albinder purchased the property at 262 Milton Turnpike in Milton, Ulster County. HRFD planted the farm on this property and has been operating the farm since inception.

Ownership: Privately-held Limited Liability Corporation

Size: The Tenant operates farm facilities in Milton, Ulster County, and Pleasant Valley, Dutchess County. The Tenant maintains 67 employees across these properties.

Market: Wholesale apple produce in the New York, Connecticut, and New Jersey Tri-State area.

ESD Involvement: The agribusiness industry is a priority for the Mid-Hudson region, as the region has an established workforce and significant natural resources. This investment will allow Paradise Valley Orchards LLC to build a year-round apple storage facility on-site, which would enable the tenant to employ more staff throughout the year. Furthermore, eliminating the need for storage in other parts of the state will reduce shipping time and costs as well as increase operational efficiency.

The Company applied for a Round 11 Regional Council Capital Fund grant in 2021 to support this project. ESD issued an incentive proposal in 2022 finalizing the details of the grant, which was accepted in July 2022.

Past ESD Support: This is the Company's first project with ESD.

B. The Project

Completion: August 2022

Activity: The Company built and equipped a new facility capable of storing 100,000 bushels of apples. The storage facility will allow the Company to operate year-round, which will spur job creation and support the Mid-Hudson region's local food economy. The construction of this storage facility includes purchase and installation of refrigeration equipment to preserve stored produce.

Results: Retain 60 full-time jobs and create 10 full-time jobs.* The Company has already created 3 new jobs.

*May include up to three (3) full-time seasonal employees

Business Investment Project:

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

Evaluated over a seven-year period, the following are anticipated project impacts (dollar values are present value):

- Fiscal benefits to NYS government from the project are estimated at \$380,325;
- Fiscal cost to NYS government is estimated at \$367,100;
- Project cost to NYS government per direct job is \$55,869;
- Project cost to NYS government per job (direct plus indirect) is estimated at \$36,444;
- Ratio of project fiscal benefits to costs to NYS government is 1.04:1;
- Fiscal benefits to all governments (state and local) are estimated at \$688,043;
- Fiscal cost to all governments is \$367,100;
- All government cost per direct job is \$55,869;
- All government cost per total job is \$36,444;
- The fiscal benefit to cost ratio for all governments is 1.87:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at \$4,509,818, or \$447,715 per job (direct and indirect);
- The economic benefit to cost ratio is 12.28:1;

- Project construction cost is \$1,435,500, which is expected to generate 9 direct job years and 4 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 0.54 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is seven years.

See Project Summary Benefit-Cost Evaluation (attached) for detail and definitions.

Grantee Contact: Daniel Albinder, President
 65 Old Indian Rd.
 Milton, NY 12547
 Phone: (845) 795-2121
 E-mail: Dan@hudsonriverfruit.com

ESD Project No.: 134,656

Project Team:	Origination	Monique LeGendre
	Project Management	Jordan Lopez
	Contractor & Supplier Diversity	Denise Ross
	Finance	Timothy Anderson
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the \$367,100 capital grant (\$3,671) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Company will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. The Company will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Company's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project or grants from a government source.
4. Prior to disbursement, the Beneficiary must employ at least the number of Full-time Permanent Employees set forth as the Baseline Employment in the table below. A Full-time Permanent Employee shall mean (a) a full-time, permanent, private-sector employee on the Grantee's payroll, who has worked at the Project Location for a

minimum of thirty-five hours per week for not less than four consecutive weeks and who is entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on Grantee's payroll, who have worked at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties.

5. The Grantee agrees to impose the Employment Commitment, without condition, on the Tenants (or Beneficiaries) at the Project Location and Beneficiaries Location(s). The Grantee will be responsible for obtaining documentation suitable for verifying number of Full-time Permanent Employees of its Tenants (Beneficiaries). Such documentation may include, at minimum, NYS 45 ATT forms, multiple worksite reports (where applicable) and/or HR Report detailing the full-time/part-time status of each employee. Grantee shall provide all such documentation to ESD, together with an annual report of employment according to the Employment Goals set forth in Column B of the table below.
6. Up to \$183,550 will be disbursed to the Grantee in three installments as follows:
 - a) an Initial Disbursement of an amount equal to 50% of the grant (\$183,550) upon project completion as described in these materials, documentation of construction, renovation, and machinery and equipment project costs totaling \$1,835,500, and documentation of the employment of at least 60 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
 - b) a Second Disbursement of an amount equal to 25% of the grant (\$91,775) will be disbursed upon documentation of the employment of at least 63 Full-time Permanent Employees at the Project Location (Employment Increment of 3), provided Grantee is otherwise in compliance with program requirements;
 - c) a Third Disbursement of an amount equal to 25% of the grant (\$91,775) will be disbursed upon documentation of the employment of at least 67 Full-time Permanent Employees and 3 Seasonal Employees at the Project Location (Employment Increment of 7), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after November 5, 2021, to be considered eligible project costs. All disbursements must be requested by April 1, 2025.

7. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$367,100, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

8. In consideration for the making of the Grant, Beneficiary will achieve the Employment Goals set forth in Column B of the table below. If the Full-time Permanent Employee Count for the year prior to the reporting date set forth in Column A of the table below is less than eighty-five percent (85%) of the Employment Goal set forth in Column B (an “Employment Shortfall”), then upon demand by ESD, Grantee shall be obligated to repay to ESD a portion of each disbursement of the Grant, as follows:

The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the Employment Shortfall occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

- (i) 100% of the disbursed amount if the Employment Shortfall occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
- (ii) 80% of the disbursed amount if the Employment Shortfall occurred in the second full calendar year after the disbursement was made;
- (iii) 60% of the disbursed amount if the Employment Shortfall occurred in the third full calendar year after the disbursement was made;
- (iv) 40% of the disbursed amount if the Employment Shortfall occurred in the fourth full calendar year after the disbursement was made;
- (v) 20% of the disbursed amount if the Employment Shortfall occurred in the fifth full calendar year after the disbursement was made.

The Beneficiary’s number of Full-time Permanent Employees shall be deemed to be the greater of the number as of the last payroll date in the month of December for such year or the average employment for the 12 month period computed by quarter.

Baseline Employment	60
A	B
Reporting Date	Employment Goals
February 1, 2024	60+X+Y
February 1, 2025	60+X+Y
February 1, 2026	60+X+Y

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. X=3, and Employment Goals shall equal $[60 + X = 63]$ if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.

Y = Grantee’s Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Y=7, and Employment Goals shall equal $[60 + X + Y = 70^*]$ if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.

*May include up to three (3) full-time seasonal employees

IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2021-2022 New York State budget and reappropriated in the 2022-2023, and 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations for the New York State Department of Environmental Conservation. The project meets the criteria for a Type II action under Part 617.5(c)(4), which states: “agricultural farm management practices, including construction, maintenance and repair of farm buildings and structures, and land use changes consistent with generally accepted principles of farming” are not subject to review under Part 617. Therefore, no further environmental review is required in connection with the project.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD’s Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Company shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprises (“MWBEs”) for any contractual opportunities generated in connection with the Project and to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD’s funding.

The Company is encouraged to use “Good Faith Efforts,” pursuant to 9 NYCRR §252.2(m), to utilize NYS-certified Service-Disabled-Veteran-owned Business Enterprises (“SDVOBs”) in the execution of the grant. Any utilization of SDVOBs would be in addition to goals established pursuant to Article 15-A of the Executive Law with respect to MWBEs.

VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VIII. Additional Submissions to Directors

Resolutions
New York State Map
Benefit-Cost Analysis
Project Finance Memorandum
Project Photographs

Regional Council Award – Milton (Mid-Hudson Region – Ulster County) – Hudson River Fruit - CA Warehouse 2021 Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Hudson River Fruit - CA Warehouse 2021 Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Hudson River Fruit Distributors a grant for a total amount not to exceed THREE HUNDRED SIXTY SEVEN THOUSAND AND ONE HUNDRED Dollars (\$367,100) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any

and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

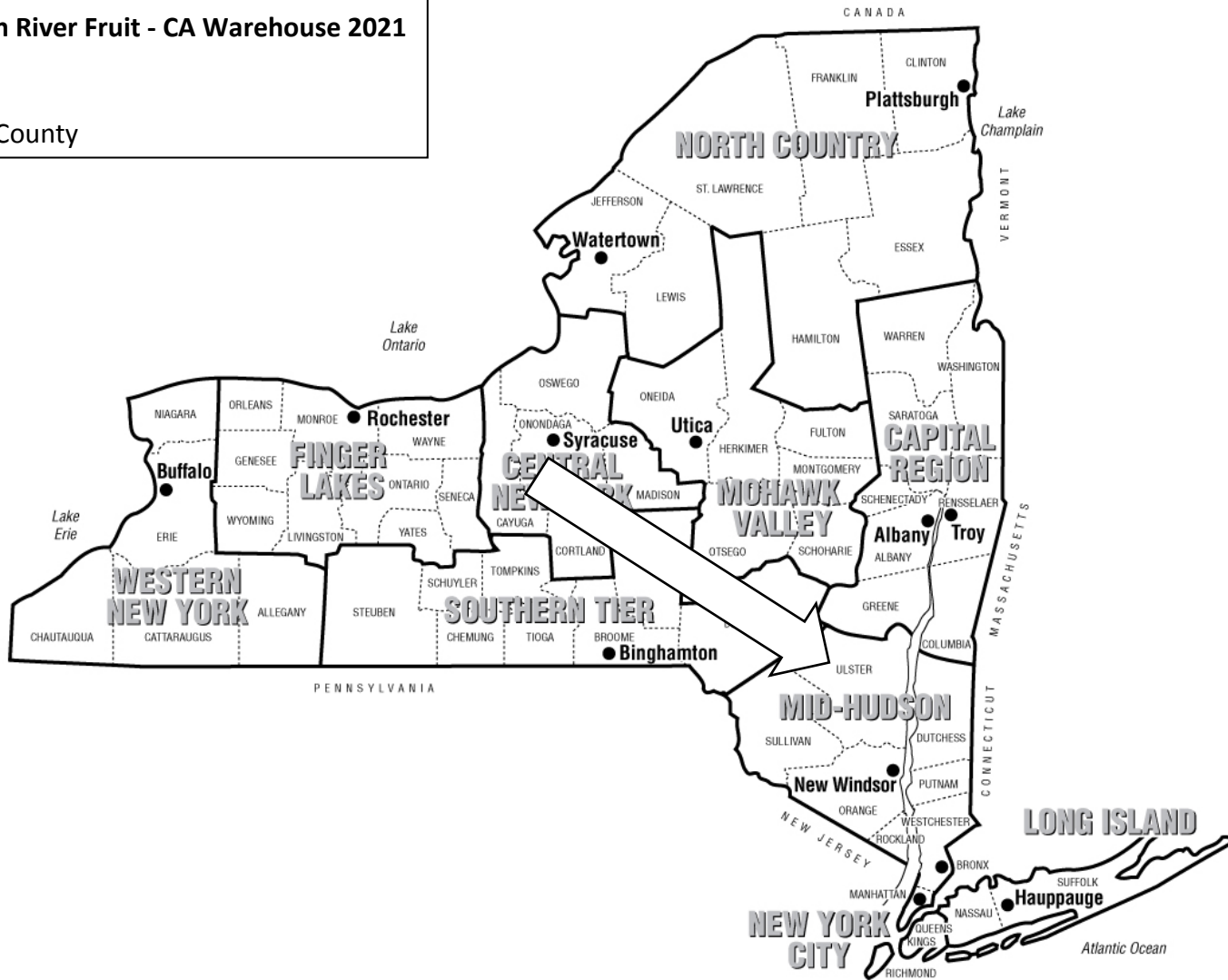
* * *

Hudson River Fruit - CA Warehouse 2021

Capital

Milton

Ulster County



Hudson River Fruit – CA Warehouse 2021 Capital



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Market NY Grant Program – Market New York (Working Capital Grants)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act;
Authorization to Make Grants and to Take Related Actions

I. ESD Directors' Summary

A. Greater ROC Campaign Tourism Working Capital (135,461)

ROC2025, Inc is a Finger Lakes based not-for-profit is a strategic alliance of economic development organizations investing to catalyze growth in the Greater Rochester, NY region. The organization has been awarded a tourism working capital grant of \$300,000 from Market New York in November 2022 under Round 12 of the Regional Economic Development Council. Roc2025 will use the grant funds to plan and promote a regionally coordinated tourism marketing campaign promoting the Finger Lakes region with a highlight of the Greater Rochester's tourism assets. The grantee has committed to a match of 89% which exceeds the 50% requirement. This project is set to be completed by December 2025.

B. Free Shakespeare in the Park Marketing Tourism Working Capital (135,443)

New York Shakespeare Festival d/b/a The Public Theatre, is a New York City based not-for-profit theater, that includes a wide breadth of programming including Free Shakespeare in the Park at The Delacorte Theater in Central Park. The Organization plans to complete a strategic marketing initiative designed to draw tourists domestical and internationally to the NYC region for the 2023 Season of Free Shakespeare in the Park ("SITP"), an annual program offering the highest quality theater to the broadest possible audience, free of charge. New York Shakespeare Festival was awarded a tourism working capital grant of \$270,875 from Market New York in November 2022 under Round 12 of the Regional Economic Development Council. New York Shakespeare Festival met ESD's assistance with a match of \$270,875, which meets the required 50% match minimum. The total project costs are expected to be \$541,750.

II. Project Summaries

	Project Name	Project #	Grantee	Assistance Up To
	Market New York Program			
A.	Greater ROC Campaign Tourism Working Capital	135,461	ROC2025, Inc.	\$300,000
B.	Free Shakespeare in the Park Marketing Tourism Working Capital	135,443	New York Shakespeare Festival d/b/a The Public Theatre	\$270,875
	TOTAL MARKET NY PROJECTS - 2		TOTAL	\$570,875

ESD* Investments: Up to a total of \$570,875 from Market NY Round 12, in the New York City and Finger Lakes region, to be used for two working capital projects in New York State.

* New York State Urban Development Corporation d/b/d as Empire State Development (“ESD” or the “Corporation”)

Project Locations: Statewide - See Schedules A – B attached

Proposed Project: See Schedules A – B attached

Regional Council: Each respective Regional Economic Development Council has been made aware of, and has endorsed, the relevant proposed project(s).

Anticipated
Appropriation
Source(s): Market New York Program

III. Project Cost and Financing Sources

See Schedules A – B attached.

IV. Project Descriptions

A. Background

Rounds 7, 8, 9, 11 & 12 of the Regional Council Consolidating Funding Application both included up to \$15 million for Market New York, Round 6 included \$13.5 million, Rounds 4 & 5 up to \$12 million and Round 3 had a total available of up to \$10 million for a program that will support regionally themed New York focused projects. Market New York will help to bolster tourism growth by promoting tourism destinations, attractions, and special events.

Funding is available for projects intended to increase tourism in a community or region. Grant funding will be allocated among the ten regions, each represented by a Regional Council, based on each Regional Council’s development and implementation of a five-year, strategic plan that sets out a comprehensive vision for economic development and specific strategies to implement that vision. Funding will be allocated to projects and may include priority projects identified by the regional councils, identified as significant, regionally supported, and capable of stimulating economic investment through attraction of tourists to the dedicated area.

B. The Projects

ESD will make available \$570,875 from Market NY Round 12 to fund two working capital grants. The grantee has identified and prioritized a Regional Marketing and Capital Tourism project that support the Regional Economic Development Council’s strategic plans for tourism and will coordinate with New York State’s “I LOVE NEW YORK” tourism division to maximize the overall program impact statewide. The Market NY Grantee will carry out its Regional Marketing Tourism project as described in the individual project description as set forth in Schedules A – B attached.

ESD Project No.: See Table Above

Project Team:	Project Management	See Schedules A – B attached
	Program Director	Kelly Baquerizo
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Soo Kang

Financial Terms and Conditions

ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$570,875 for the project, if ESD determines that reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

V. Statutory Basis

Market New York Program

The funding was authorized in the 2022-2023 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

VI. Environmental Review

Unless otherwise noted on a project summaries attached as Schedules A – B, ESD staff has determined that the projects described in Schedules A - B either constitute Type II actions or do not constitute actions as defined by the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations of the New York State Department of

Environmental Conservation. No further environmental review is required in connection with the projects.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination and Contractor Diversity policies will apply to the projects. Each Grantee shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation Goal, each project has been assigned an individual goal by the Office of Contractor & Supplier Diversity based on the elements of the individual project and related to the total value of ESD's funding and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the project.

VIII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since these projects will not directly create or retain jobs.

IX. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

X. Requested Actions

The Directors are requested to: (1) make the findings and determination required by Section 10(g) of the UDC Act; and (2) authorize the making of the grants which are the subject of these materials.

XI. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

XII. Additional Submissions to Directors

Resolutions
Project Summaries

Statewide – Market New York Program (Working Capital Grants) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make Grants and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Market New York Program Projects identified below (the “Projects”), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to a make a grant to the party and for the amount listed below from the Market New York program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) receipt of funds; and be it further

Market New York Program

	Project Name	Project #	Grantee	Assistance Up To
	Market New York Program			
A.	Greater ROC Campaign Tourism Working Capital	135,461	ROC2025, Inc.	\$300,000
B.	Free Shakespeare in the Park Marketing Tourism Working Capital	135,443	New York Shakespeare Festival d/b/a The Public Theatre	\$270,875
	TOTAL MARKET NY PROJECTS - 2		TOTAL	\$570,875

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

A. Greater ROC Campaign Tourism Working Capital (135,461)

April 20, 2023

- Grantee:** ROC2025, Inc. (“ROC2025” or the “Organization”)
- ESD Investment:** A grant of up to \$300,000 to be used for regional tourism marketing funding
- Project Location:** Finger Lakes
- Proposed Project:** The project will use the grant funds to plan and promote a regionally coordinated tourism marketing campaign (“Greater ROC Campaign” or the “Campaign”) featuring a multi-channel strategy.
- Project Type:** Working Capital
- Regional Council:** The Finger Lakes Regional Economic Development Council has been made aware of this project. The Incentive Offer was accepted in January 2023. The project is consistent with the Regional Plan to promote tourism within the Finger Lakes Region and across New York State.

Background:

Industry – Economic Development, Tourism

Organizational History – ROC2025, Inc. was established as the regional economic development alliance in 2019, following a foundational study by The Boston Consulting Group (“BCG”). BCG’s study concluded, in part, that the region’s marketing activities were both excessively fragmented (i.e., uncoordinated across organizations, undermining brand identity and creating inconsistent messages) and significantly under-resourced (i.e., the absence of an aggressive, coordinated and fully funded brand framework). Anecdotally, perception of the region was antiquated, with emphasis on historic pillars like Kodak and the “Big 3” rather than the innovators, artists, creatives, and attractions that define the region today. The Campaign was created to shift that perception, generate excitement about the region’s present and future, and support ROC2025’s business growth and talent attraction and retention pillars.

Ownership – ROC2025, Inc is a not-for-profit organization.

ESD Involvement – A \$300,000 grant from the Market New York Grant Program

Past ESD Support – This is the Organization’s first project with ESD.

The Project:

Completion date – December 2025

Greater ROC Campaign Tourism Working Capital (135,461)

April 20, 2023

Activity – As part of the Greater ROC campaign, ROC2025 and its alliance partners, in coordination with its marketing agency, complete regular measurement of the campaign’s reach and impact, both in-region and in target external markets. On a monthly basis, campaign measurement tracks: Paid media impressions (e.g., 16.843M from Jan-Jun 2022); Completed views of video creative (e.g., 3.931M from Jan-Jun 2022); Clickthrough Rate / CTR by tactic (e.g., paid social @ 4x benchmark); Traffic referral sources; Sessions on GreaterROC.com; Social activity (e.g., posts, engagements, followers, follower sources) On an annual basis, campaign measurement tracks both campaign awareness and sentiment to gauge impact over time, both in-region and in target external markets. With the last such assessment completed in fall 2022, metrics include: Respondent outlook for the region over the next 2 years. Familiarity with Greater ROC, both as a region and the campaign itself. Impression of campaign creative and messaging (e.g., extent to which campaign portrays region well, extent to which campaign instills a sense of pride for region);

Results – The campaign has created a powerful framework for telling the region’s story in a compelling, engaging way. A robust, multi-channel and multitactic strategy has been supported by the most significant regional marketing media buy in Greater Rochester’s history, both in-region and in target external markets across the U.S. that align with ROC2025’s tourism, business attraction, and talent attraction activities.

Upon completion of the project, the Grantee will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Marketing, Outreach, Advertising (paid media)	\$1,500,000	ESD Grant	\$300,000	11%
Consultant (Content Development, Creative Asset,Campaign Measurement, etc.)	1,295,790	Grantee Equity	2,495,790	89%
Total Project Costs	\$2,795,790	Total Project Financing	\$2,795,790	100%

Grantee Contact- Joseph Stefko, President
ROC2025 Inc
100 Chestnut Street, Suite 1910
Rochester, NY 14604
jstefko@roc2025. org

Greater ROC Campaign Tourism Working Capital (135,461)

April 20, 2023

<u>Project Team-</u>	Origination	Kelly Rabideau-Baquerizo
	Project Management	Jenna Krzyzak
	Contractor & Supplier Diversity	Kelly Forsey
	Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. The Grantee will be required to contribute a minimum of 89% the total project cost in the form of a match that can consist of local, federal, foundational, or other organizations' fund. Other State funds (including other funding from ESD), "in-kind" matches/donations and salaries/wages/fringe benefits are not an eligible match for this requirement. The match must be committed and specifically shown in the project budget. Grantee's affirmation of these Directors' materials will be considered by ESD as validation of this committed matching requirement. At ESD's discretion, for this grant an **89% match** shall be deemed acceptable.
3. Up to \$300,000 will be disbursed , no more frequently than quarterly, and in proportion to ESD's funding share, to Grantee upon documentation of eligible working capital project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require (including the mandatory project measurements/metrics form and documentation included in the Grant Disbursement Agreement).

Expenses must be incurred on or after November 30, 2022, to be considered eligible project costs. The project must be completed by December 31, 2024. All disbursements require compliance with program requirements and must be requested by no later than April 2025. As stated, it is expected that reimbursement shall be in proportion to ESD's funding share. Thus, for each payment request, a match should be shown in proportion to Grantee's overall share of project costs.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$300,000 for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by ESD's Directors.
5. All projects should align with I Love NY marketing. It is required that all projects use the I LOVE NY logo with all marketing and promotion elements paid with Market NY Funds for the awarded project. Any use of the I LOVE NEW YORK logo must be approved by ESD and conform to ESD guidelines. Additionally, In the event I LOVE NY/NYS Division of

Greater ROC Campaign Tourism Working Capital (135,461)

April 20, 2023

6. Tourism chooses to have a presence at events in connection with this grant, no further funds shall be exchanged for a sponsorship or space fee.

Environmental Review:

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

Non-Discrimination and Contractor & Supplier Diversity:

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprises (MWBEs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% (\$90,000) related to the total value of ESD's funding.

Statutory Basis – Market New York Program:

The funding was authorized in the 2022-2023 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:

The Grantee has provided ESD with the required Disclosure and Accountability Certifications. Grantee's certifications indicate that Grantee has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

B. Free Shakespeare in the Park Marketing Tourism Working Capital (135,443)

April 20, 2023

- Grantee:** New York Shakespeare Festival d/b/a The Public Theatre (“NYSF” or the “Public”)
- ESD Investment:** A grant of up to \$270,875 to be used for regional tourism marketing funding
- Project Location:** New York City
- Proposed Project:** Implementation of a strategic marketing initiative designed to draw tourism
- Project Type:** Working Capital
- Regional Council:** The New York City Regional Economic Development Council has been made aware of this project. The Incentive Offer was accepted in February 2023. The project is consistent with the Regional Plan to promote tourism within the New York City Region and across New York State.

Background:

Industry - Arts & Culture

Grantee History – Free Shakespeare in the Park is a theatrical program that stages productions of Shakespearean plays and other classics at the Delacorte Theater, an open-air theater in New York City's Central Park. The theater and the productions are managed by New York Shakespeare Festival, d/b/a The Public Theater and tickets are distributed free of charge on the day of the performance.

The Public was founded in 1954 on the principle that culture is a birthright. Founder Joseph Papp possessed a fierce determination to bring Shakespeare to a diverse audience, which manifested in touring productions to parks and community centers in New York's five boroughs. He fought for a summer home in Central Park, now the Delacorte Theater, and created Free Shakespeare in the Park as a gift to the people of New York City.

Ownership – The Public is a not-for-profit organization.

ESD Involvement – A \$270,875 grant from the Market New York Grant Program

Past ESD Support – Funding for the past five years to the grantee is summarized in the following table:

Free Shakespeare in the Park Marketing Tourism Working Capital (135,443)

April 20, 2023

Program	Project #	Amount	Date Start (ESD Director's Approval Date)	Date End (Project Completion Contract Expiration)	Purpose
Market New York Program	134,831	\$278,013	July 21, 2022	December 31, 2023	Working Capital-Marketing initiative

The Project:

Completion date – December 2024

Activity – NYSF will execute a strategic marketing initiative designed to draw tourists from outside of NY State to the 2023 Season of Free Shakespeare in the Park (SITP), an annual program that offers the highest quality theater to the broadest possible audience, free of charge.

Results – In addition to increasing the number of out-of-state visitors that attend Free Shakespeare in the Park between the 2021 and 2022 Seasons, the projects' goal is to achieve the following metrics/deliverables through our marketing initiatives. Increased outdoor visitation, digital display media, print display media, social media, and television media.

Upon completion of the project, the Grantee will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Outdoor Signage Campaign	\$125,000	ESD Grant	\$270,875	50%
Multimedia Marketing (Ads, Social, Digital, TV)	130,000	Grantee Equity	270,875	50%
Accessibility Services	36,250			
Consultants (Video, Audience/Donor Development, Social Media Strategy)	129,750			
Print Production/Distribution	61,500			
Ticket Distribution Services	10,000			
Administrative (10%)	49,250			
Total Project Costs	\$541,750	Total Project Financing	\$541,750	100%

Free Shakespeare in the Park Marketing Tourism Working Capital (135,443)

April 20, 2023

Grantee Contact - Gina DiRado, Director, Institutional Partnerships
425 Lafayette Street
New York, NY 10003
gdirado@publictheater.org
212-539-8643

<u>Project Team</u> -	Origination	Kelly Rabideau-Baquerizo
	Project Management	Jenna Krzyzak
	Contractor & Supplier Diversity	Denise Ross
	Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. The Grantee will be required to contribute a minimum of 50% of the total project cost in the form of a match that can consist of local, federal, foundational or other organizations' fund. Other State funds (including other funding from ESD), "in-kind" matches/donations and salaries/wages/fringe benefits are not an eligible match for this requirement. The match must be committed and specifically shown in the project budget. Grantee's affirmation of these Directors' materials will be considered by ESD as validation of this committed matching requirement.
3. Up to \$270,875 will be disbursed , no more frequently than quarterly, and in proportion to ESD's funding share, to Grantee upon documentation of eligible, working capital project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require (including the mandatory project measurements/metrics form and documentation included in the Grant Disbursement Agreement).

Expenses must be incurred on or after November 30, 2022, to be considered eligible project costs. The project must be completed by December 31, 2024. All disbursements require compliance with program requirements and must be requested by no later than April 2025. As stated, it is expected that reimbursement shall be in proportion to ESD's funding share. Thus, for each payment request, a match should be shown in proportion to Grantee's overall share of project costs.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$270,875 for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no
5. event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by ESD's Chief Executive Officer.

Free Shakespeare in the Park Marketing Tourism Working Capital (135,443)

April 20, 2023

6. All projects should align with I Love NY marketing. It is required that all projects use the I LOVE NY logo with all marketing and promotion elements paid with Market NY Funds for the awarded project. Any use of the I LOVE NEW YORK logo must be approved by ESD and conform to ESD guidelines. Additionally, In the event I LOVE NY/NYS Division of Tourism chooses to have a presence at events in connection with this grant, no further funds shall be exchanged for a sponsorship or space fee.

Non-Discrimination and Contractor & Supplier Diversity:

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business in the performance of ESD contracts. For purposes of this Contract, ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprise (MWBES) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding.

Statutory Basis – Market New York Program:

The funding was authorized in the 2022-2023 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:

The Grantee has provided ESD with the required Disclosure and Accountability Certifications. Grantee's certifications indicate that Grantee has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Statewide – Community Development Financial Institutions Assistance Program – CDFI 23

REQUEST FOR: Community Development Financial Institution Assistance Program – Findings and Determinations Pursuant to Section 10(g) of the New York State Urban Development Act, as Amended (the “Act”); Authorization to Make Grants and to Take Related Actions

I. Project Summary

Grantees: Nineteen federally certified Community Development Financial Institutions (“CDFIs”) - See Schedule A attached hereto and made a part hereof

ESD* Investment: It is hereby requested that the following nineteen Community Development Financial Institutions Assistance Program grants of up to \$90,000 each, be approved

*New York State Urban Development Corporation d/b/a Empire State Development (the “Corporation” or “ESD”)

Project Location: Locations within New York State’s ten regions are as follows: Capital District, New York City, Central New York, Finger Lakes, Long Island, Mid-Hudson, Mohawk Valley, North Country, Southern Tier and Western New York. The specific locations of each entity are included in the attached Schedule A

Proposed Project: To support the ongoing operations of nineteen CDFIs in their efforts to provide capital and technical assistance to New York State small businesses

Regional Council: The Regional Councils have been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Councils support the CDFI Assistance Program.

II. Funding Sources

Up to \$1,495,000 in grant support was made available under this round of the Community Development Financial Institution Assistance Program (the “Program”). The \$1,495,000 appropriation for the Program was made in the 2022-2023 New York State Budget.

III. Project Description

A. Background

In 1994, the U.S. Government established the Community Development Financial Institutions Fund (the “Fund”), a program administered by the U.S. Department of Treasury. The Fund’s purpose is to facilitate the flow of lending and investment capital into distressed communities and to targeted populations that have traditionally had difficulty accessing mainstream financial services. Each organization certified by the Fund as a CDFI is required to demonstrate that it serves these markets.

The term CDFI is applied by the federal government to credit unions and economic development organizations that provide access to capital for low-income communities and disadvantaged populations. CDFIs provide vital services to the communities they serve, but the lending process and labor-intensive pro-bono technical assistance they provide make it difficult for them to be self-sustaining from operating income alone. The Fund provides limited technical and financial assistance, but CDFIs, in general, need additional grant support to fulfill their missions.

During the last funding round, approved on April 15, 2021, twenty-two applications were awarded technical assistance to help minority and women-owned business enterprises (“MWBs”) and Small Businesses apply for COVID-19 relief program and financial resources. To date, 52,970 small businesses and MWBs were assisted with receiving financial assistance, and more than \$369.8 million in loans were disbursed. A total of 36,562 small businesses and MWBs were provided one-on-one technical assistance. We will continue to monitor their outcomes to close out the contracts at the end of the year.

In January 2023, through the New York Contract Reporter, ESD’s website announcement, and e-mail outreach, New York State federally Certified CDFIs were invited to respond to the CDFI Assistance Program Request for Applications.

Twenty CDFIs submitted proposals to provide assistance to eligible businesses. Today’s request is for approval of 19 projects for CDFI funding, totaling \$1,495,000 from the 2022-2023 New York State Budget’s CDFI allocation. Proposals were evaluated primarily on each organization’s ability to demonstrate institutional capacity and impact of services, including loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

B. The Grants

It is widely accepted in the community development field that technical assistance is a crucial component of any small Access to capital program, and CDFIs are in fact required to offer these services in order to maintain their federal certification. Because technical assistance programs are labor-intensive and generate little or no direct income, CDFIs are generally reliant upon grant funding to support these activities, and the proposals received by ESD reflect this need. The technical assistance offered by these CDFIs has been and will continue to be especially valuable to small businesses confronting ongoing economic challenges. ESD's technical assistance funds are leveraged by the CDFIs to support additional grant funding toward loan-related services.

Further, grant funds can be used for the development of the CDFIs' institutional capacity. This initiative includes support for training of CDFI staff, virtual and remote improvements, software upgrades to support lending and portfolio management, as well as other efforts, including marketing, to enable CDFIs to better serve its clients.

A maximum of 10% of ESD's Grant funds will be used to support the CDFIs' administrative services and operating expenses.

ESD will enter into an agreement (no longer than 12 months) with each CDFI that will stipulate the manner in which Program funds may be disbursed. In addition, each CDFI will provide ESD with progress reports detailing the impact of technical assistance provided, deployment of loan capital and all expenditures and outcomes during the project period to ensure appropriate usage of funds.

The attached Schedule A provides more detailed descriptions of each recommended project and the CDFI that will undertake the execution of the project. The Grant amounts for each CDFI were determined after consideration of a number of factors, including each applicant's performance under previous Program awards, institutional capacity and need, the merits of the proposed project, organizational track record and management's experience, matching funds, and likelihood of project success. Together, these projects will lead to improved access to capital for small businesses and MWBEs throughout New York State

ESD Project No.: 135,795-135,813

Project Team:	Origination	Rafael Salaberrios/ Huey-Min Chuang
	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

C. Financial Terms and Conditions

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. An advance of up to 50% of the grant will be disbursed to the primary Grantee upon execution of the Grant Disbursement Agreement, assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, as an advance upon submission of supporting documentation of eligible expenditures of 50% of initial advance, as well as an Interim Report, and provided Grantee is otherwise in compliance with Program requirements; ESD may withhold the final 10% of the Grant until all of the tasks and reports have been completed to ESD's satisfaction.

3. ESD may reallocate the Project funds to another form of assistance, for this Project if ESD determines that the reallocation of the assistance would better serve the needs of the Corporation and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the CEO.

IV. Statutory Basis

The Program is authorized pursuant to Section 16-o of the New York State Urban Development Corporation Act, as amended ("UDC Act") and funded by the 2022-2023 New York State Budget. In accordance with UDC Act Section 10(g), it is determined that no residential relocation is required as there are no families or individuals residing at the Project Location.

V. Environmental Review

ESD staff has determined that the approval of grants under the Program constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with this approval.

VI. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified MWBEs in the performance of ESD projects. ESD's MWBE Participation/Equal Employment Opportunity Policy will apply to this project. The Grantees shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve MWBE Participation. Specific goals related to the total value of ESD's funding will be established on a grant-by-grant basis.

VII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the Project will not directly create or retain jobs.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

Attachments

Resolutions

Schedule A – Community Development Financial Institution Assistance Program/Locations of CDFI

Schedules A1-A19 - Grant Summaries

* * *

NEW YORK STATE URBAN DEVELOPMENT CORPORATION - Statewide – Community Development Financial Institutions Assistance Program – Findings and Determinations Pursuant to Section 10(g) of the New York State Urban Development Corporation Act, as Amended (the “Act”); Authorization to Make Grants to Community Development Financial Institutions and Take Related Actions

RESOLVED, that on the basis of the materials, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Community Development Financial Institutions Assistance Program – Community Development Financial Institutions, the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized to make grants for a total amount not to exceed One Million Four Hundred Ninety-Five Thousand (\$1,495,000) from the Community Development Financial Institutions for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of ESD to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Schedule A

**CDFI Funding and Region
Summary Sheet**

Name of Applicant	Project Number	Recommended Grant Award	Supporting Region
Accompany Capital	135,795	\$85,000	NYC
Adirondack Economic Development Corporation	135,796	\$85,000	North Country
Alternatives Federal Credit Union	135,797	\$85,000	Southern Tier
Ascendus, Inc	135,798	\$85,000	NYC, Mid-Hudson, WNY
BOC Capital Corp.	135,799	\$90,000	NYC, MH, LI
Brooklyn Cooperative FCU	135,800	\$80,000	NYC
Community Capital New York, Inc.	135,801	\$85,000	Mid-Hudson
Community Loan Fund of the Capital Region, Inc	135,802	\$85,000	Capital Region
Harlem Entrepreneurial Fund	135,803	\$80,000	NYC
La Fuerza Unida Community Development Corporation	135,804	\$80,000	Long Island
Launch New York, Inc.	135,805	\$70,000	West, Central, FL, ST
Nonprofit Finance Fund	135,806	\$80,000	NYC
NYBDC Local Development Corp.	135,807	\$90,000	All
Renaissance Economic Development Corp.	135,808	\$80,000	NYC
Syracuse Cooperative Federal Credit Union	135,809	\$90,000	Central New York
TruFund Financial Services, Inc.	135,810	\$90,000	NYC, Finger lakes
Utica Industrial Development Corporation	135,811	\$35,000	Mohawk Valley
Westminster Economic Development Initiative, Inc.	135,812	\$70,000	Western NY
Women's Venture Fund, Inc.	135,813	\$50,000	NYC, Lower Hudson
		\$1,495,000	

SCHEDULE A-1

Accompany Capital (135,795)

- Grant Recipient:** Accompany Capital (or the “Organization”)
- ESD Investment:** A grant of up to \$85,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs
- Project Location:** 11 Broadway, Suite 1515, New York, NY 10004
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – Accompany Capital (formerly The Business Center for New Americans) is a 501 (c)(3) nonprofit with offices in Manhattan and Queens. Its mission is to help refugees, immigrants, women and other disadvantaged New Yorkers achieve economic self-sufficiency and wealth creation through education, financial services, individualized technical assistance, and coaching to successfully establish and run small businesses, save money, and invest in a first home. In a typical year, Accompany Capital provides 20 workshops, disburses 250+ microloans ranging from \$500 to \$50,000, assists more than 500 businesses through individualized technical assistance, and helps create more than 50 new jobs for New Yorkers.

Ownership – Accompany Capital is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each organization’s loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, Accompany Capital will provide one-on-one technical assistance to roughly 120 M/WBEs and NYS small businesses on business recovery,

retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Yanki Tshering, Executive Director
Phone: (212) 898-4112
Email: ytshering@accompanycapital.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-2

Adirondack Economic Development Corporation (135,796)

- Grant Recipient:** Adirondack Economic Development Corporation (“AEDC” or the “Organization”)
- ESD Investment:** A grant of up to \$85,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs
- Project Location:** 67 Main Street, Suite 300, Saranac Lake, NY 12983
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – AEDC is a not-for-profit economic development corporation whose mission is to provide access to capital, training and technical assistance to North Country small businesses. AEDC’s vision is to foster a resurgence of the private sector in the region, driven by small business with the tools needed to increase entrepreneurial investment thus building personal wealth, creating employment, increasing incomes and building strong local communities.

Ownership – Adirondack Economic Development Corp is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each organization’s loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, Adirondack Economic Development Corp will provide one-on-one technical assistance to 30 M/WBEs and NYS small businesses on business

recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Victoria Duley, Executive Director
Phone: (518) 891-5523
Email: vduley@aedconline.com

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-3

Alternatives Federal Credit Union (135,797)

- Grant Recipient:** Alternatives Federal Credit Union (or the “Organization”)
- ESD Investment:** A grant of up to \$85,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs
- Project Location:** 125 North Fulton Street, Ithaca, NY 14850
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – Alternatives is a Regional Cooperative Community Development Financial Institution (“CDFI”). Its mission is to build wealth and create economic opportunity for underserved people and communities. Originally formed in 1979 by microentrepreneurs, worker-owned businesses and cooperatives that were unable to obtain financing from traditional financial institutions, Alternatives has always had a focus on supporting business development through financing and technical assistance. Because its mission is to offer financial alternatives to the underserved, Alternative’s business services have always focused on women- and minority-owned businesses. Alternative launched its first designated MWBE loan fund in 1991, became an SBA lender in 1995, and in 1998 introduced IDAs and took on leadership of a citywide training and advising program for low-income entrepreneurs. Today, Alternatives delivers these services to Ithaca, Tompkins County, and a low-income targeted population in 6 adjacent counties.

Ownership – Alternatives Federal Credit Union is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each organization’s ability to demonstrate institutional capacity, including loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, Alternatives Federal Credit Union will provide 300 technical assistance sessions for M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Bea Nellenback, Development Director
Phone: (607) 216-3409
Email: bnellenback@alternatives.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-4

Ascendus, Inc. (135,798)

- Grant Recipient:** Ascendus, Inc. (or the “Organization”)
- ESD Investment:** A grant of up to \$85,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs
- Project Location:** 80 Maiden Lane, Suite 903, New York, NY 10038
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – Ascendus, Inc (formerly Accion East) empowers low- to moderate-income small business-owners through access to capital and financial education. Since the inception of its lending office in 1991, Ascendus has lent more than \$100 million and provided technical assistance to over 12,000 small businesses. With economic opportunity, these entrepreneurs, often minorities and women—build assets, better provide for their families, create employment and strengthen their communities.

Providing technical assistance to its clients has been an integral piece of Ascendus microlending model. The counseling services help their clients overcome the typical financial barriers (and often language and cultural barriers) that preclude them from accessing capital to start or grow a small business. Ascendus counsels in the areas of cash flow management, personal credit development and repair, preparing for business financing, and understanding the financial and regulatory marketplace.

Ownership – Ascendus, Inc. is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, Ascendus Inc. will provide one-on-one technical assistance to 1,100 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Kate Watts, Development Manager
Phone: (646) 833-4554
Email: kwatts@ascendus.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-5
BOC Capital Corp (135,799)

- Grant Recipient:** BOC Capital Corp (“BCC” or the “Organization”)
- ESD Investment:** A grant of up to \$90,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs
- Project Location:** 85 South Oxford Street, Brooklyn NY 11217
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – BOC Capital Corp. is a micro/small business loan fund that provides technical and financial assistance to MWBEs and small businesses in low/moderate income areas, and to minority, immigrant and low-income populations in NYC, Westchester and LI, through BOC offices in Brooklyn, Queens and Bronx and partners in Staten Island (SI BOC), Chinatown (CMP) and Westchester (WEDC).

Year over year, BCC has provided technical and financial assistance to underserved entrepreneurs with limited or no credit histories, early-stage businesses, MWBE contractors, and businesses locked out of credit markets. Clients receiving 1:1 TA in the recent three fiscal years reached over 3,000. Products include term microloans to \$50,000, term loans to \$250,000, green loans to \$75,000, contract-based loans to \$500,000. Bilingual TA is a core service that builds credit and management capacity, supports the lending process and connects businesses with mainstream resources, guaranteeing the impact of financing.

Ownership – BOC Capital Corp is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, BOC Capital Corp will provide one-on-one technical assistance to approximately 200 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Nancy Carin, Executive Director
BOC Capital Corp
Phone: (718) 624-9115 x1011
Email: ncarin@bocnet. org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-6

Brooklyn Cooperative Federal Credit Union (135,800)

- Grant Recipient:** Brooklyn Cooperative Federal Credit Union (“Bk Coop” or the “Organization”)
- ESD Investment:** A grant of up to \$80,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs
- Project Location:** 1474 Myrtle Avenue, Brooklyn NY 11237
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – Brooklyn Cooperative Federal Credit Union (“Bk Coop”) is a certified CDFI and low-income credit union whose mission is to build wealth through just and affordable financial services. Founded in 2001, we operate three full-service branches in communities of color within Eastern and Central Brooklyn in New York City. Over 22 years of operation, we have established a remarkable record of banking the unbanked, lending prudently and on fair terms, and cementing our own sustainability. Bk Coop closed 2022 with \$50 million in assets and over 7,300 members. Brooklyn Coop steps beyond traditional banking in the wide array of TA we provide. Between Bk Coop itself and their 501(c)(3) affiliate Grow Brooklyn, they are Kings County’s largest nonprofit tax preparer, the only nonprofit offering small business tax prep, and the only nonprofit to offer estate planning for low-income homeowners.

Ownership Brooklyn Cooperative Federal Credit Union is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, Brooklyn Cooperative Federal Credit Union will provide one-on-one technical assistance to 300 M/WBEs and NYS small businesses on consulting, preparation and filing of tax returns, through solutions aimed specifically at entrepreneurs.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Samira Rajan, Chief Executive Officer
Phone: (718) 418-8232 x2020
Email: samira@brooklyn.coop

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-7

Community Capital New York, Inc. (135,801)

- Grant Recipient:** Community Capital New York, Inc. (“CCNY” or the “Organization”)
- ESD Investment:** A grant of up to \$85,000, to be used for a portion of the costs of pre/post loan technical assistance, loan loss reserve, institutional capacity, and administrative costs.
- Project Location:** 44 Executive Boulevard, Ste. 203, Elmsford, NY 10523
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – CCNY’s mission is to foster economic opportunity for traditionally underserved individuals and low-wealth communities by providing innovative loans and technical assistance that support entrepreneurs and the creation of affordable homes so that all people can reach their full potential and contribute to the well-being of our communities. For over 32 years, CCNY has remained steadfast in this mission and commitment to be champions for inclusive economic growth. Start-up and expanding businesses can apply to CCNY for lines of credit, small business and credit builder loans between \$1,000 and \$250,000, all of which are paired with free business training, financial and credit guidance and one-on-one consulting to improve operational outcomes. The combination of loans paired with business education programs has allowed CCNY’s borrowers to report a 4-year business survival rate of 87% compared to the SBA reported national average of 50%.

Ownership – CCNY is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, CCNY will provide technical assistance sessions by delivering 800 hours of pre and post loan business training to M/WBEs and NYS small businesses. At the same time, workshops and webinars will be delivered as part of the outreach effort the organization will undergo.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Kate Conlan, Senior Vice President of Strategic Partnerships and Development
Phone: (914)-747-8063
Email: kconlan@communitycapitalny.org

Project Team: Project Management Morgan Clark
Legal Antovk Pidedjian
Contractor & Supplier Diversity Danielle Adams
Environmental Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all of the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-8

Community Loan Fund of the Capital Region (135,802)

- Grant Recipient:** Community Loan Fund of the Capital Region (“Community Loan Fund” or the “Organization”)
- ESD Investment:** A grant of up to \$85,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs.
- Project Location:** 255 Orange Street # 103, Albany, NY 12210
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – For 37 years, Community Loan Fund has been driven by its desire to make capital accessible to people and communities in need. To date, Community Loan Fund has made more than 815 loans to community and economic development projects, totaling more than \$46 million, resulting in more than 300 micro enterprises started or expanded (approximately two-thirds to MWBEs), more than 2,035 jobs created or retained, more than 195 commercial facilities purchased or renovated, and more than 1,200 units of affordable housing created or preserved. The Community Loan Fund financing has leveraged an additional \$174 million in private and public financing, including from the U.S. Department of Treasury CDFI Fund.

Ownership – Community Loan Fund is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, CLFCR will provide one-on-one technical assistance

session to 630 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Jason Chicoine, Grants Administrator
Phone: (518) 436-8586 x812
Email: jason@mycommunityloanfund.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-9

Harlem Entrepreneurial Fund, LLC. (135,803)

Grant Recipient: Harlem Entrepreneurial Fund, LLC, (“Harlem Entrepreneurial Fund” or the “Organization”)

ESD Investment: A grant of up to \$80,000 to be used for a portion of the costs of pre/post loan technical assistance and administrative costs

Project Location: 361 West 125th Street, New York, NY 10027

Proposed Project: Access to Capital and Related Services

Regional Council: The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – Harlem Entrepreneurial Fund (HEF) was established in 2007 by the Harlem Commonwealth Council (HCC) through a \$500,000 investment to address the challenges faced by the local business community as a result of the Great Recession. HEF began lending in 2008 and in 2012 became a Community Development Financial Institution (CDFI).

HEF targets minority- and women-owned business enterprises (MWBs), who comprise over 90% of the institution’s borrowers and consist mainly of Black and Latinx entrepreneurs. Since its inception, HEF has disbursed over 380 loans totaling more than \$9.7 million, which have helped businesses create or retain over 1,500 local jobs. This includes 255 loans totaling nearly \$8 million disbursed since 2018 alone, which resulted in 650 jobs created or retained, demonstrating strong growth in recent years for the organization. HEF was recently approved by the U.S. Small Business Administration (SBA) as a lender for its Microloan Program and Community Advantage Pilot Loan Program, which will support HEF’s plans for future growth.

Ownership – Harlem Entrepreneurial Fund is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, HEF will provide one-on-one technical assistance to roughly 65 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually, while at the same time deploying a marketing campaign with the objective of reaching 30 small business owners per month in the areas comprising Upper Manhattan and the Bronx.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Ericka Powell Sinclair, Loan Fund Manager
Phone: (212) 749-0900x122
Email: Epowell-sinclair@hefnyc.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-10

La Fuerza Unida Community Development Corporation (135,804)

- Grant Recipient:** La Fuerza Unida Community Development Corporation (“La Fuerza, “CDC” or the “Organization”)
- ESD Investment:** A grant of up to \$80,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs
- Project Location:** 34 Muttontown Lane, East Norwich, NY 11732
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.
- Background:**

Organization History – La Fuerza Unida Community Development Corporation was formed in 2001 to address issues confronting minority entrepreneurs in Long Island. Its mission is to promote sustainable economic growth by providing minority and women owned business enterprises access to capital, business development services and tools to create jobs and community wealth. In 2003, a small business revolving loan fund was established and then in 2004, the CDC received certification from the U.S. Department of the Treasury as a Community Development Financial Institution (CDFI). In 2009, the CDC received TA and FA grants from the CDFI-Fund to provide technical assistance to eligible entrepreneurs and access to capital via micro-loans.

Ownership – La Fuerza is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, La Fuerza will provide one-on-one technical assistance to 225 M/WBEs, SEDIs and NYS small businesses on business recovery,

retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually. La Fuerza aims to close 20 loans to small businesses on Long Island.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Giovana Bracchi, Executive Director
Phone: (516) 922-8100
(516) 922-8103
E-Mail: gramirez@lafuerzacdc.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all of the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-11

Launch New York, Inc. (135,805)

- Grant Recipient:** Launch New York, Inc. (“Launch”, “Launch NY” or the “Organization”)
- ESD Investment:** A grant of up to \$70,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs
- Project Location:** 77 Goodell Street, Suite 201, Buffalo, NY 14203
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – Launch NY is a 501(c)(3) nonprofit venture development organization and the only U.S. Treasury-designated Community Development Financial Institution (CDFI) directly providing venture funding to startups in New York State. The organization identifies, supports and invests in high-growth, high-impact companies that can transform the local economy through job and wealth creation, and catalyze the entrepreneurial culture in the 27 counties comprising the western half of Upstate New York. Earning its CDFI designation in 2017, Launch NY has received CDFI Fund grants annually for four years to directly fuel the capital access in low-income areas served by Launch NY.

Since starting operations in 2012, Launch NY has supported over 1,442 startups with its pro bono mentoring and capital access services. Launch NY has a strong track record funding underrepresented entrepreneurs with 43% of its portfolio companies being woman and/or minority led. Within two years of starting its nonprofit seed fund in 2016 financing startup and small companies through convertible debt capital designed to convert to equity, Launch NY became the most active seed fund in New York State. In 2019 Launch NY began ramping up for profit financing programs investing alongside its original nonprofit fund in 2-4 funding transactions per month, yielding a total of \$10,009,773 into 86 high-growth potential companies across all Launch NY #InvestLocal investment vehicles.

Ownership – Launch New York is a Federally-Certified Community Development Financial Institution

ESD Involvement - In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted

proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, Launch will provide one-on-one technical assistance to 300 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually. At the same time, Launch aims to increase their Investor Network membership by accepting 150 more members.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Marnie LaVigne, President and CEO
Phone: (718) 881 7576
Email: finance@launch.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all of the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the

Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-12

Nonprofit Finance Fund (135,805)

- Grant Recipient:** Nonprofit Finance Fund (“NFF” or the “Organization”)
- ESD Investment:** A grant of up to \$80,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs
- Project Locations:** 5 Hanover Square, New York NY 10004
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – Founded in 1980 as the Energy Conservation Fund, the organization started by providing loans and technical assistance to nonprofits in New York City looking to install more fuel-efficient boilers and to replace windows at a time when heating and oil bills threatened the economic stability of these. Now under the name of Nonprofit Finance Fund, and with over 40 years of lending, technical assistance, community engagement and advocacy expertise, NFF offers a comprehensive suite of lending products to nonprofit businesses to enhance community wealth as well as the creation and preservation of community-centered assets. Throughout 2022, 58% of NFF’s lending dollars – close to \$40,000,000 – went to borrowers led by and serving people of color.

Ownership – Nonprofit Finance is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With grant support from ESD, NFF will provide one-on-one technical

assistance to roughly 100 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Anna Stormer, Director
Phone: (330) 607-6382
Email: astormer@nff.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all of the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-13

NYBDC Local Development Corporation d/b/a Pursuit Community Finance (135,807)

- Grant Recipient:** NYBDC Local Development Corporation d/b/a Pursuit Community Finance (“Pursuit”, “PCF” or the “Organization”)
- ESD Investment:** A grant of up to \$90,000 to be used for a portion of the costs of pre/ post loan technical assistance and administrative costs
- Project Locations:** 50 Beaver Street, Albany, NY 12207
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History - NYBDC Local Development Corporation d/b/a Pursuit Community Finance provides responsible financial products and business advisory services to small businesses that cannot obtain conventional financing, with a focus on M/WBE, disadvantaged, and underserved businesses. Pursuit Community Finance (PCF) is a mission-driven, not-for-profit 501(c)(3) certified by the US Department of Treasury as a Community Development Financial Institution (CDFI). PCF has over 10 years of experience providing technical and financial assistance to M/WBEs and small businesses throughout all 10 regions of New York State. Their mission is to help small businesses grow by providing responsible, affordable loans and advisory services. In 2015, PCF became the first CDFI in the country to launch a small business online lending product, the Pursuit SmartLoan™, providing fast and easy access to loans up to \$100,000. In February 2020, we rebranded with our affiliates under the new name Pursuit.

Ownership – NYBDC Local Development Corporation is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With grant support from ESD, Pursuit will provide one-on-one technical assistance to approximately 250 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Brad Seader, Senior Vice President
Phone: (212) 785-5702
Email: bseader@pursuitlending.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

4. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
5. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all of the tasks and reports have been completed to ESD’s satisfaction.
6. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-14

Renaissance Economic Development Corporation (135,808)

- Grant Recipient:** Renaissance Economic Development Corporation (“Renaissance” or the “Organization”)
- ESD Investment:** A grant of up to \$80,000 to be used for a portion of the costs of pre/post loan technical assistance and administrative costs
- Project Location:** 2 Allen Street, 7th Floor NY, NY 10002
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – Renaissance Economic Development Corporation (“Renaissance”) is a nonprofit organization dedicated to providing financial and technical assistance to MWBEs in immigrant and low- to moderate-income communities throughout New York City where the barriers of language, culture, and conventional loan underwriting have altered the growth of micro and small businesses. As a US Department of Treasury-certified community development financial institution (CDFI) and a designated US Small Business Administration (SABA) Microlender, Renaissance offers direct short-and intermediate-term loans to entrepreneurs who need financing to grow or launch new businesses. Since inception in 1997, Renaissance has provided over \$43 million in affordable loans to more than 1,000 small and micro businesses, over 95% of which are women-, immigrant-, and/or minority owned. Renaissance also provides financial literacy services and comprehensive technical assistance to over 600 small business owners and entrepreneurs each year via individual counseling and classroom/group training sessions. Renaissance has office locations in three boroughs of New York City -- Manhattan, Queens, and Brooklyn--, and employs a full-time staff of 19 with language capacity in English, Cantonese, Mandarin, Korean and Spanish.

Ownership – Renaissance is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the

applicant's past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity - With grant assistance from ESD, Renaissance will provide one-on-one technical assistance to roughly 600 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Jessie Lee, Managing Director
Phone: 212-964-6022
Email: Jessie@renaissance-ny.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-15

Syracuse Cooperative Federal Credit Union d/b/a Cooperative Federal (135,809)

- Grant Recipient:** Syracuse Cooperative Federal Credit Union d/b/a Cooperative Federal (“Cooperative Federal” or the “Organization”)
- ESD Investment:** A grant of up to \$90,000 to be used for a portion of the costs of technical assistance, loan capital, loan loss reserve, and administrative costs.
- Project Location:** 1816 Erie Blvd East, Syracuse, NY 13208
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Organization History – Founded by local organizers and activists in 1982, Cooperative Federal’s mission is to rebuild the local economy in ways that foster justice, serve people and communities that are under-served by mainstream banks, and responsibly manage its members’ assets. Small business development, particularly through microloans to historically under-resourced groups such as M/WBEs, has been a key component of this mission since its founding.

Ownership – Cooperative Federal is a Federally-Certified Community Development Financial Institution

ESD Involvement - In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, Syracuse will provide one-on-one technical assistance to 75 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually. Syracuse will close roughly 15 loans.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes

achieved during the project period.

Grantee Contact: Meagan Weatherby, Development & Communications Manager
(315) 473 0206
meaganwetherby@coopfed.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-16

TruFund Financial Services, Inc. (135,810)

- Grant Recipient:** TruFund Financial Services, Inc. (“TruFund” or the “Organization”)
- ESD Investment:** A grant of up to \$90,000 to be used for a portion of the costs of pre/ post loan technical assistance, institutional capacity and administrative costs
- Project Location:** 39 West 37th Street, 7th Floor, NY, NY 10018
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History – TruFund is a 501(c)(3) national Community Development Financial Institution (CDFI) whose mission is to promote and foster economic development in underserved communities and among disadvantaged populations by offering affordable financial and technical assistance to small businesses and not-for-profit organizations that have difficulty accessing conventional capital markets. TruFund is headquartered in New York City, and has offices in Birmingham, New Orleans and Baton Rouge. Since inception, TruFund has disbursed over \$244.9 million in financing to over 3,600 small businesses and not-for-profit organizations, which in turn has contributed to the creation and/or retention of approximately 20,000 jobs.

Ownership – TruFund is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With grant assistance from ESD, TruFund will provide one-on-one technical

assistance to 150 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Brian Gurski, Senior Vice President of Strategy
Phone: 646-768-8831
Email: BGurski@trufund.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-17

Utica Industrial Development Corporation (135,811)

- Grant Recipient:** Utica Industrial Development Corporation (“UIDC” or the “Organization”)
- ESD Investment:** A grant of up to \$35,000 to be used for a portion of the costs of technical assistance, loan capital, loan loss reserve, and administrative costs.
- Project Location:** 584 Phoenix Drive, Rome, NY 13441
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Organization History – The mission of the Utica Industrial Development Corporation (UIDC) is to encourage the location and expansion of manufacturing, the creation of job opportunities, and the betterment of community prosperity within the City of Utica, and within Oneida and Herkimer Counties, New York. UIDC was formed in 1962 for this purpose, and now provides financial and technical assistance to new and existing businesses in Oneida and Herkimer Counties. To carry out this task, UIDC now contracts with the nonprofit Mohawk Valley EDGE on an annual basis. This contract allows UIDC to reach hundreds of local businesses through general business outreach and specialized economic development programs. While UIDC’s pool of available funds and loan portfolio is comparatively small, the organization’s gap financing has provided many businesses with the additional capital needed to ensure their success and viability.

Ownership – UIDC is a Federally-Certified Community Development Financial Institution

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, UIDC will provide one-on-one technical assistance to 65 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up

business virtually. UIDC will close three (3) loans.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Tim Fitzgerald, Secretary
(315) 338 0393
tfitzgerald@mvedge.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-18

Westminster Economic Development Initiative, Inc. (135,812)

- Grant Recipient:** Westminster Economic Development Initiative (“WEDI” or the “Organization”)
- ESD Investment:** A grant of up to \$70,000 to be used for a portion of the costs of technical assistance, loan capital, loan loss reserve, and administrative costs.
- Project Location:** 436 Grant Street, Buffalo NY 14213
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Organization History – Founded in 2006 by members of the Westminster Presbyterian Church, WEDI’s mission is to strengthen communities through a continuum of educational and financial resources, removing systemic barriers to economic equity for all Western New Yorkers. WEDI has two focus areas: Education and Economic Development.

The organization guaranteed its first microloan in 2008 and began disbursing loan capital in 2012. Since launching the loan program, WEDI has loaned \$1,538,076 to 255 small businesses and supported the startup and expansion of more than 100 small businesses. In 2011, the organization launched a physical incubator space, known locally as the West Side Bazaar, where more than 40 small businesses have received business incubation. Lastly, for the past ten (10) years, WEDI has provided one-on-one financial education and technical assistance to over 1,000 entrepreneurs, 950 of whom are minorities.

Ownership – Westminster Economic Development Initiative, Inc is a Federally-Certified Community Development Financial Institution

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals (“RFP”). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant’s past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With ESD grant support, WEDI will provide one-on-one technical assistance to approximately 50 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results – Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Katie Coleman, Grants Specialist
(716) 393-4088
info@wedibuffalo.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

4. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
5. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
6. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

SCHEDULE A-19

Women's Venture Fund, Inc. (135,813)

- Grant Recipient:** Women's Venture Fund, Inc. ("Women's Venture", "WVF" or the "Organization")
- ESD Investment:** A grant of up to \$50,000 to be used for a portion of the costs of pre/post loan technical assistance and administrative costs
- Project Location:** 902 Broadway, 6th Fl, New York, NY 10010
- Proposed Project:** Access to Capital and Related Services
- Regional Council:** The New York Regional Council has been made aware of this item. The Project predates the Regional Council Initiative; however, the Regional Council supports the CDFI Assistance Program.

Background:

Organization History - WVF has its roots in fostering the development of women entrepreneurs as a micro-lender. It has served all small business owners since 1999 when it was awarded contracts by ESD and SBA to serve small businesses in Lower Manhattan, impacted by the 9-11 tragedy. Today, WVF has expanded its training and business advisory services to better address the issues growth focused women entrepreneurs' experience. WVF has substantial expertise working with minority firms in its training, business advisory and credit programs. WVF understand that across the nation, minority firms are experiencing difficulties growing their business for similar reasons: inadequate management skills; undercapitalization; inadequate marketing plans; underutilization of technology, and weak credit histories. WVF's expertise about the needs of women entrepreneurs enables it to create a program that motivates and supports women to succeed beyond the start-up years.

Ownership – WVF is a Federally-Certified Community Development Financial Institution.

ESD Involvement – In January 2023, NYS Federally-Certified CDFIs were invited to reply to the CDFI Assistance Program Request for Proposals ("RFP"). Of the roughly 80 Federally Certified organizations located in New York State, 20 CDFIs submitted proposals to provide assistance to eligible businesses. Proposals were evaluated primarily on each loan portfolio volume and performance, and an assessment of the applicant's past performance, including lending services and utilization of previous ESD grants, if any.

The Project:

Completion date – April 2024

Activity – With grant assistance from ESD, WVF will provide one-on-one technical assistance to approximately 50 M/WBEs and NYS small businesses on business recovery, retention, and growth, access to capital, deploying business strategies, marketing, accounting, and setting up business virtually.

Results - Awarded CDFI organizations are required to provide progress reports detailing the impact of deployment of loan capital, technical assistance services and all outcomes achieved during the project period.

Grantee Contact: Maria Otero, President
Phone: (212) 563-0499
Email: motero@wvf-ny.org

Project Team:	Project Management	Morgan Clark
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Nicole Francis

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. An advance of up to 50% of the grant will be disbursed to the Grantee up execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. 40% of the Grant will be disbursed, should the grantee select to submit the optional interim report, approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant until all the tasks and reports have been completed to ESD’s satisfaction.
3. ESD may reallocate the project funds to another form of assistance for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Board.

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Community and Regional Partnership Fund Investment

REQUEST FOR: Authorization of an Investment of the Community and Regional Partnership Fund in Cornell University; and Authorization to Take Related Actions

I. Project Summary

Awardee: Cornell University (“Cornell”)

Amount: Up to \$5,000,000 over three (3) years

Project Location: Cornell will invest in start-up companies that successfully complete the curriculum at one of the following six accelerators or incubators: Center for Life Science Ventures (Ithaca); Praxis Center for Venture Development (Ithaca); Rev: Ithaca Startup Works (Ithaca); Runway Startup at Jacobs Institute, Cornell Tech (NYC); the Bioventure eLab at Weill Cornell Medicine (NYC); or South Side Innovation Center at Syracuse University (Syracuse).

Funding Source: Federal SSBCI Allocation and State Appropriation

ESD Project No.: 135,815

Project Team:

Origination	Heidi Knoblauch and Jennifer Tegan
Project Management	Ryoko Nozawa
Legal	Carlyne Turner-Beverly
Contractor & Supplier Diversity	Jazmin Thomas
Environmental	Soo Kang

A. Overall Program Description

The Community and Regional Partner Fund (the “Program”) will use federally allocated State Small Business Credit Initiative (“SSBCI”) funds to provide up to \$5,000,000 in matching funds to entities that make equity investments in companies receiving services from accelerators and/or incubators that provide structured programmatic support to New York State entrepreneurs with high growth potential. This commitment requires Cornell to provide a 1:1 match for all investments made that meet program and investment criteria.

This Program requires leveraging the resources of accelerator and incubator programs located in New York State to make equity investments in start-ups (fund management); therefore, it will be jointly administered by the Division of Science, Technology, and Innovation and NY Ventures.

B. Program History

SSBCI is a United States Department of Treasury (“Treasury”) program authorized by the American Rescue Plan Act of 2021. SSBCI is intended to strengthen programs of eligible jurisdictions (states, the District of Columbia, territories, Tribal governments, and eligible municipalities) that support private financing to small businesses. Participating jurisdictions are required to enter into an allocation agreement (the “Allocation Agreement”) with Treasury. The Allocation Agreement establishes the terms and conditions for the participating jurisdiction to receive capital funds under SSBCI. New York State has received an allocation of \$501.6 million. Treasury will distribute the allocations in three equal tranches. Funding of up to 5% on the first tranche and up to 3% on second and third tranche is allowed by Treasury to cover administrative costs. SSBCI funding may include, but shall not be limited to, capital access programs, loan loss reserves, collateral, loan guarantees, insurance, equity investments and debt, and technical assistance. On August 18, 2022, the Directors authorized ESD’s entering into the Allocation Agreement. \$52,000,000 of New York State’s allocation is being used to fund the Program referenced herein, that was submitted as part of ESD’s application to Treasury for SSBCI funding. On September 15, 2022, the Directors authorized the implementation and administration of the Program.

C. Proposed Investment Award

Cornell will leverage its extensive network of incubators and accelerators, which provide structured programmatic support for young companies looking to scale their businesses. Cornell’s network includes: three incubators in Ithaca (Center for Life Science Ventures, Praxis Center for Venture Development, and Rev: Ithaca Startup Works); two accelerators in New York City (Runway Startup at Jacobs Institute, Cornell Tech, and the Bioventure eLab at Weill Cornell Medicine); and one incubator in Syracuse (South Side Innovation Center at Syracuse University). All six of these programs are supported by a university partner.

The SSBCI funding provided to Cornell through ESD will be the catalyst for it to invest private capital into two existing IGNITE Cornell funds: “Fellow for New Ventures” and “Startup Projects;”

as well as for it to make a new fund, tentatively titled the “Community Innovation Seed Fund” to invest in early-stage companies who graduate from one of Cornell’s network of six incubators and accelerators.

The new fund Cornell creates will be industry agnostic. Two of the six partner programs (Center for Life Science Ventures and BioVenture eLab) have a life science industry focus, two of the partner programs are focused on the commercialization of engineering, robotic, material science, agriculture, and sensor technologies created within the university, and the remaining two programs are community partners that do not have a specific industry focus.

As part of the scoring and due diligence process, staff evaluated Cornell’s accelerator and incubator programs. As a result of that analysis, it is believed that the proposed investment will serve the interests of New York State as well as supporting start-up founders, including socially and economically disadvantaged individuals (“SEDI”) and those from underrepresented and/or underserved backgrounds and regions. The potential opportunities offered warrant an investment, and staff recommend approval of this investment.

D. Past New York State Support of Awardee

Over the past five years, ESD has funded Cornell for a broad range of projects with prior funding awards totaling \$43,909,296. In addition, under the auspices of the New York State Department of Economic Development, the Division of Science, Technology, and Innovation has funded Cornell for a broad range of projects with prior funding awards totaling \$21,623,758.

II. Statutory Basis

The Programs are authorized by Sections 16-U and 16-V of the Urban Development Corporation Act, as amended, Part JJ of Chapter 59 of the Laws of 2013, Section 134 of the Economic Development Law, and the 2022-2023 New York State Budget.

III. Environmental Review

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses (“MWBEs”) in the performance of ESD contracts. The ESD Office of Contractor and Supplier Diversity (“OCSD”) has determined that it is not practical or feasible to assign MWBE contract goals to expenditures made under this program. As such, participation goals will not be established or required.

IV. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses (“MWBEs”) in the performance of ESD contracts. The ESD Office of

Contractor and Supplier Diversity (“OCSD”) has determined that it is not practical or feasible to assign MWBE contract goals to expenditures made under this program. As such, participation goals will not be established or required.

V. Service-Disabled Veteran-Owned Businesses

Pursuant to New York State Executive Law Article 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified service-disabled veteran-owned businesses (“SDVOBs”) in the performance of ESD contracts. OCSD has determined that it is not practical or feasible to assign SDVOB contract goals to expenditures made under this program. As such, participation goals will not be established or required.

Attachment
Resolution

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Community and Regional Partnership Fund Investment - Authorization of an Investment of Community and Regional Partnership Funds in Cornell University; and Authorization to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the Community and Regional Partnerships Fund, the Corporation is authorized to make an investment, in an amount not to exceed \$5,000,000 in Cornell University ("Cornell"), and to enter into agreements and related documentation with Cornell and the investment entities named in the Materials in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to take such actions, including modifying the terms of the investment and entering into additional agreements with Cornell and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in Cornell; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the receipt of adequate funding for such assistance from the State of New York and the United States Department of the Treasury; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Community and Regional Partnership Fund Investment

REQUEST FOR: Authorization of an Investment of the Community and Regional Partnership Fund in Lightship Capital; and Authorization to Take Related Actions

I. Project Summary

Awardee: Lightship Capital (“Lightship” or the “Company”)

Amount: Up to \$5,000,000 over 3 years

Project Location: Harlem, New York

Funding Source: Federal SSBCI Allocation and State Appropriation

ESD Project No.: 135,816

Project Team: Origination Heidi Knoblauch and Jennifer Tegan
 Project Management Ryoko Nozawa
 Legal Carlyne Turner-Beverly
 Contractor & Supplier Diversity Jazmin Thomas
 Environmental Soo Kang

A. Overall Program Description

The Community and Regional Partner Fund (the “Program”) will use federally allocated State Small Business Credit Initiative (“SSBCI”) funds to provide up to \$5,000,000 in matching funds to entities that make equity investments in companies receiving services from accelerators and/or incubators that provide structured programmatic support to New York State entrepreneurs with high growth potential. This commitment requires Lightship Capital to provide a 1:1 match for all investments made that meet program and investment criteria.

This Program requires leveraging the resources of accelerator and incubator programs located in New York State to make equity investments in start-ups (fund management); therefore, it will be jointly administered by the Division of Science, Technology, and Innovation and NY Ventures.

B. Program History

SSBCI is a United States Department of Treasury (“Treasury”) program authorized by the American Rescue Plan Act of 2021. SSBCI is intended to strengthen programs of eligible jurisdictions (states, the District of Columbia, territories, Tribal governments, and eligible municipalities) that support private financing to small businesses. Participating jurisdictions are required to enter into an allocation agreement (the “Allocation Agreement”) with Treasury. The Allocation Agreement establishes the terms and conditions for the participating jurisdiction to receive capital funds under SSBCI. New York State has received an allocation of \$501.6 million. Treasury will distribute the allocations in three equal tranches. Funding of up to 5% on the first tranche and up to 3% on second and third tranche is allowed by Treasury to cover administrative costs. SSBCI funding may include, but shall not be limited to, capital access programs, loan loss reserves, collateral, loan guarantees, insurance, equity investments and debt, and technical assistance. On August 18, 2022, the Directors authorized ESD’s entering into the Allocation Agreement. \$52,000,000 of New York State’s allocation is being used to fund the Community and Regional Partner Fund program referenced herein, that was submitted as part of ESD’s application to Treasury for SSBCI funding. On September 15, 2022, the Directors authorized the implementation and administration of the Community and Regional Partner Fund program.

C. Proposed Investment Award

With the proposed investment, Lightship Capital will make investments in early-stage New York companies that have the potential to scale. The Lightship Foundation runs an accelerator program (“Lightship Accelerator”) for early-stage companies led by underrepresented founders including women, minorities, and founders classified as socially and economically disadvantaged individuals (“SEDI”). Lightship Accelerator is a 12-week program driving inclusive acceleration, education, and opportunity for minority and female tech founders. Lightship Accelerator has worked with entrepreneurs in other states – including Ohio, Oklahoma, and Arkansas – as well as with New York State entrepreneurs through ESD funded accelerators like 43 North.

Lightship Venture Capital Fund I L.P. has committed to invest up to \$5,000,000 into the Lightship Capital New York Fund I (the “Fund”) to match up to \$5,000,000 from ESD. The Fund will invest in companies that go through the Lightship Accelerator in Harlem.

As part of the scoring and due diligence process, staff evaluated Lightship Capital and the Lightship Foundation. As a result of that analysis, it is believed that the proposed investment will serve the interests of New York State as well as supporting start-up founders, including those from SEDI and/or otherwise underrepresented backgrounds and underserved regions. The potential opportunities offered warrant an investment, and staff recommend approval of this investment.

D. Past New York State Support of Awardee

There has been no previous support of the Company by ESD.

II. Statutory Basis

The Programs are authorized by Sections 16-U and 16-V of the Urban Development Corporation Act, as amended, Part JJ of Chapter 59 of the Laws of 2013, Section 134 of the Economic Development Law, and the 2022-2023 New York State Budget.

III. Environmental Review

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses (“MWBEs”) in the performance of ESD contracts. The ESD Office of Contractor and Supplier Diversity (“OCSD”) has determined that it is not practical or feasible to assign MWBE contract goals to expenditures made under this program. As such, participation goals will not be established or required.

IV. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses (“MWBEs”) in the performance of ESD contracts. The ESD Office of Contractor and Supplier Diversity (“OCSD”) has determined that it is not practical or feasible to assign MWBE contract goals to expenditures made under this program. As such, participation goals will not be established or required.

V. Service-Disabled Veteran-Owned Businesses

Pursuant to New York State Executive Law Article 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified service-disabled veteran-owned businesses (“SDVOBs”) in the performance of ESD contracts. OCSD has determined that it is not practical or feasible to assign SDVOB contract goals to expenditures made under this program. As such, participation goals will not be established or required.

Attachment
Resolutions

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Community and Regional Partnerships Fund - Authorization of an Investment of the Community and Regional Partnership Funds in Lightship Capital; and Authorization to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the Community and Regional Partnerships Fund, the Corporation is authorized to make an investment, in an amount not to exceed \$5,000,000 in Lightship Capital (the "Company"), and to enter into agreements and related documentation with the Company in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to take such actions, including modifying the terms of the investment and entering into additional agreements with the Company and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in the Company; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget, if applicable; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Troy (Capital Region – Rensselaer County) – Albany (Capital Region – Albany County) - Biodefense Commercialization Fund Grants – Life Science Initiative Fund (Working Capital Grants)

REQUEST FOR: Authorization to Make Grants and to Take Related Actions

I. Overall Project Summaries

	Grantees	Project Name	Project #	Type of Grant	Grant	County
A.	Rensselaer Polytechnic Institute	Development of Pentosan Polysulfate (PPS)-Based Nasal Spray to Block COVID-19	134,920	Working Capital	\$500,000	Rensselaer
B.	The Research Foundation for The State University of New York on behalf of SUNY Polytechnic Institute	Rapid diagnostic test for antibody-based diagnosis of disease and disease history	134,922	Working Capital	\$500,000	Oneida
	Total Projects – 2	TOTAL			\$1,000,000	

II. Program Description

A. Background

The 2017-2018 New York State budget appropriation for a life science initiative included \$320 million for strategic programs that attract new life sciences technologies to New York, promote critical public and private sector investment in emerging life sciences fields and create and expand life science-related businesses and employment throughout the State. The \$40 million Biodefense Commercialization Fund (“The Fund”), a component of the Life Science Initiative, was announced as part of the Governor’s FY2022 Budget and is designed to accelerate the development and commercialization of life science research and innovations that address serious infectious disease threats, including COVID-19 and its variants, while fostering new life sciences businesses and industry growth within New York State. ESD obtained guidance from an Executive Committee of representatives from academia, life science venture investing, Wadsworth Center and ESD on the structure and focus of the Fund. Guidelines for this program received Board approval on July 15, 2021. ESD entered into a contract with Columbia Technology Ventures (“CTV”), authorized by the Board on May 20, 2021, to manage the application process for The Fund.

A press release was issued on September 8, 2021 announcing the availability of applications and directing interested parties to the ESD website, where guidelines and application information are posted. CTV also embarked on a broad communications and outreach effort to startups, academic centers, incubators, and other organizations likely to submit an application.

Initial short-form applications were originally due on October 4, 2021 and the deadline was extended to October 11, 2021. ESD received 177 applications: 105 from startups and 72 from academic institutions. After initial review by CTV to ensure minimum eligibility requirements were met, 150 applications were given a high-level review by the Expert Review Panel, which includes experts from the biopharma industry, life science venture investors, serial entrepreneurs, and esteemed academic scientists with deep domain expertise. The Expert Review Panel recommended that 50 applicants (24 startups and 26 academic institutions) be invited to submit additional information in a long-form proposal due by December 24, 2021. These submissions were scored by the Review Panel using parameters that addressed innovation and value proposition, intellectual property, team experience and capabilities, approach and feasibility, and relevance to future infectious disease, as described in the Guidelines.

Based on evaluations and scores from the Expert Review Panel and input from the Executive Committee, which held the first of several meetings to discuss the proposals in late January 2022, ESD selected 18 recipients for this initial round of funding: eight (8) startup companies and ten (10) academic institutions. All members of the Expert Review Panel and Executive Committee were required to sign a Code of Conduct describing the ethical responsibilities of each member, including recusal in the event of a conflict of interest.

ESD Staff are requesting that the Directors authorize allocation of Life Science grant funds to two (2) of the academic institutions receiving funding (as described in the Overall Project Summary

above and in the Appendix), for a total of \$1,000,000 in funding for these awardees of Biodefense Commercialization Fund grants. As per the Board-approved Guidelines, each Academic institution is eligible for a grant up to \$500,000 with no matching funds required.

B. The Projects (detail for each is provided in the Appendix)

Rensselaer Polytechnic Institute (RPI)

The RPI, working in collaboration with Albany Medical College (AMC), is developing nasal formulations of Pentosan Polysulfate (PPS) as a combined prophylactic and early therapeutic against SARS-CoV-2 infection and its variants, as well as other respiratory infections.

The Research Foundation for The State University of New York on behalf of SUNY Polytechnic Institute

The SUNY Polytechnic Institute team is developing a unique antibody test that delivers high-content, high sensitivity, rapid, easy-to-use, and low-cost immunity profiles for Lyme disease, COVID-19, and other diseases and disorders.

C. For each of the above projects, the following information is applicable:

ESD Involvement

Each Academic institution submitted both a short-form and a long-form proposal as part of the Biodefense Commercialization Fund application process. These proposals were reviewed by biopharma industry experts, life science venture investors, serial entrepreneurs, and esteemed academic scientists with deep domain expertise. Based on their review and discussions with the Biodefense Commercialization Fund Executive Committee, ESD recommended a grant of a specified amount to each Academic institution. All grants are providing working capital support only.

Economic Growth Investment Project

No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

General Payment Terms

Grants may be used for working capital to cover such costs as staff critical to the proposed project, specialized and other supplies required for the conduct of the proposed project, and other working capital costs directly related to the eligible project. Grant funding cannot be used for capital expenditures.

Academic institutions may use a portion of this grant to cover indirect costs, not to exceed 25% of the total grant amount.

Payment disbursements will be made to the Grantee upon receipt and acceptance by ESD of a payment request, provided the Grantee is current on all requirements, as described below. Each payment request must include at minimum:

- Documentation of allowable expenditures and invoices, along with proof of payments;
- Timely reports (outlined in Exhibit B of the Grant Disbursement Agreement) detailing workflow, progress against milestones and milestones achieved, meetings with mentors, and any new measurable metrics (i.e., new hires, new sources of funding, etc.) that must be signed by the project's lead mentor to confirm project goals are being met and that Grantee is eligible to continue working towards the next milestones;
- Any additional documentation requested by the ESD Project Manager.

All grantees must provide ESD with semi-annual and annual reports of their progress, until completion of the project, starting from execution of the Incentive Proposal. ESD reserves the right to request additional reports beyond the completion of the project for up to three (3) years.

The term of these grants is up to 3 years; projects must be completed within the allotted timeline for each grant. ESD, in its sole discretion, may extend the grant term or, in contrast, may terminate the Program grant if grantee does not adhere to the timelines established in the Grant Disbursement Agreement or otherwise fails to demonstrate satisfactory performance.

Failure to comply with reporting requirements will result in withholding of disbursements.

ESD may reallocate the project funds to another form of assistance, at an amount no greater than the total amount of the grant, if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the ESD Board of Directors.

The grants are subject to recapture, in whole or in part, if ESD determines any of the following occur:

- Improper use of ESD funds;
- Falsification of data;
- Failure to submit six-month and annual reports, or other required information to ESD in a way that is timely and satisfactory

Evaluating Progress of Grant Recipients

Each grantee will be working with at least one Mentor (a life science industry expert) approved by ESD who will oversee the grantee's progress and assist in evaluating and

ensuring that appropriate and timely progress is made against milestones described in the Appendix. As part of this responsibility, at least one Mentor will review and affirm, by signing each of the required six-month and annual reports, that the grantee is making appropriate progress in meeting milestones. In addition, each grantee will be required to track and share progress against milestones in between the six-month and annual reports. Should a Project not be making sufficient progress against the agreed milestones, a milestone progress review may be triggered, and the Executive Committee may be asked to consider making a recommendation of whether or not the project should continue to proceed. Mentors also were required to sign a Code of Conduct describing the ethical responsibilities of each Mentor, including recusal in the event of a conflict of interest.

III. Statutory Basis

The funding was authorized in the 2017-2018 New York State budget and re-authorized in the 2018-2019, 2019-2020, 2020-2021, 2021-2022 and 2022-23 New York State budgets.

IV. Environmental Review

ESD staff has determined that the projects constitute a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the projects.

V. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business in the performance of ESD contracts. For purposes of this Contract, however, goals will not be established due to the unavailability of minority and women-owned businesses for performance of this Contract.

VI. ESD Employment Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VIII. Additional Submissions to Directors

Resolution

Appendix - Project Summaries

New York State Map

April 20, 2023

Troy (Capital Region – Rensselaer County) – Albany (Capital Region – Albany County) -
Biodefense Commercialization Fund Grants – Life Science Initiative Fund (Working Capital
Grants) – Authorization to Make Grants and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Biodefense Commercialization Fund Grants – Life Science Initiative Fund (Working Capital Grants) Project (the “Project”), that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make grants to the parties and for the amounts listed above from Biodefense Commercialization Fund Grants, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grants, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grants; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

APPENDIX
Project Summaries

A. Rensselaer Polytechnic InstitutePage 9

B. The Research Foundation for The State University of New York on behalf of SUNY
Polytechnic Institute..... Page 12

A. Rensselaer Polytechnic Institute (134,920)

Grantee: Rensselaer Polytechnic Insitutie (“RPI” or the “Organization”)

ESD* Investment: A working capital grant of up to \$500,000 to be used for portions of salaries, lab supplies, and other working capital costs

* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 110 Eighth Street, Troy, Rensselaer County

Proposed Project: Working capital expenses for the development of nasal formulations for use against respiratory infections including COVID-19

Project Type: Working Capital

III. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>	
Operating Expenses (salaries)	\$310,702	
Lab Supplies	75,220	
Other: Core Facility Cost	16,000	
Subaward: Albany Medical College	<u>98,078</u>	
 Total Project Costs	 <u>\$500,000</u>	
 <u>Financing Sources</u>	 <u>Amount</u>	 <u>Percent</u>
ESD Grant	<u>\$500,000</u>	<u>100%</u>
 Total Project Financing	 <u>\$500,000</u>	 <u>100%</u>

IV. Project Description

A. Organization

Industry: Private Research Academia Organization

Organization History: Rensselaer Polytechnic Institute (“RPI”) is organized into five main schools at its Troy campus that contain 59 separate programs.

Ownership: RPI is a not-for-profit university.

Size: Originally located in downtown Troy, RPI gradually moved to a 250-acre location on a hilltop overlooking the city. In the 2021-2022 academic year, RPI enrolled 6,912 students and employed nearly 2,000 academic and administrative employees.

Anticipated Results: This grant will support research and development for nasal formulations using an FDA approved active ingredient, Pentosan Polysulfate (PPS), as prophylactic and early therapeutics against SARS-CoV-2 and other infectious respiratory diseases.

Anticipated milestones for this project include:

1. Generate at least two candidate formulations that enhance nasal retention without reducing effectiveness of PPS against SARS-CoV-2
2. Demonstrate efficacy of nasal formulations in blocking pseudo virus infection and patient-derived SARS-CoV-2 infection in cell culture
3. Demonstrate prophylactic and early-stage antiviral activity and pharmacokinetic (PK) profile of nasal formulations in pre-clinical humanized rodent model
4. Draft pre-IND package for IND filing

Competition: N/A

Past ESD Support: Funding for the past five years to the Grantee is summarized in the following chart:

Project Title	Amount	Project #	Date End (Project Completion: Contract Expiration)	School
RPI Life Science Entrepreneur Development Grant Stage I Working Capital	\$50,000	133,649	11/19/20-12/31/22	Lally School of Management

RPI Life Science Entrepreneur Development Grant Stage II Working Capital	\$500,000	134,233	11/17/22-4/26	Lally School of Management
RPI - Pavilion DOD Working Capital	\$50,000	132,223	5/16/19-2/28/20	

B. The Project

Completion: September 2025

Activity: Working capital funds to support formulations development using an active ingredient in the FDA-approved product Elmiron, pentosan polysulfate (PPS), against viruses and to conduct leading PPS formulations pre-clinical testing for antiviral activities.

Results: The RPI team has been planning an experimental design to assess PPS formulations against viruses, specifically, SARS-CoV-2. One of the first steps was to determine the PPS formulations’ solubility and viscosity, which would indicate the stability of the PPS formulations and their mucoadhesive properties. The team will continue their effort to determine at least two PPS formulations with promising efficacy against SARS-CoV-2.

Grantee Contact: Carly Keen
Grant Administrator
110 Eighth Street
Troy, NY 12180
Phone: 518-276-6176
E-mail: awards@rpi. edu

ESD Project No.: 134,920

Project Team:	Origination	Maria Mitchell/Joan Spivak
	Project Management	Ervina Meehan
	Legal	Tom Regan
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Soo Kang/Eram Qadri

C. Financial Terms and Conditions

1. The Grantee will demonstrate no materially adverse changes in its financial condition prior to disbursement.
2. Up to \$500,000 will be disbursed to the Grantee in arrears in six (6) installments. Payments will be made upon presentation to ESD of invoices and such other documentation as ESD may reasonably require. Expenses must be incurred on or after September 8, 2022, the date of execution for the Grantee's Incentive Proposal. With each invoice, Grantee must present detail of payment of qualified expenditures. The Payments will be disbursed according to the following Payment Schedule:

Payment	Payment Amount
1	\$54,630
2	\$79,890
3	\$88,213
4	\$113,385
5	\$70,881
6	\$93,001
TOTAL	\$500,000

The Grant is being offered in connection with the project as described in the Life Science Initiative Biodefense Commercialization Fund grant application and project plan submitted by Rensselaer Polytechnic Insititue; funds will be made available only for projects that are undertaken as described in said application and project plan, except as expressly authorized by

B. The Research Foundation for The State University of New York on behalf of SUNY Polytechnic Institute (134,922)

Grantee: The Research Foundation for The State University of New York on behalf of SUNY Polytechnic Institute (“SUNY Poly” or the “Organization”)

ESD* Investment: A working capital grant of up to \$500,000 to be used for portions of salaries, lab supplies, and other working capital costs

* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 257 Fuller Road, NFE 4405, Albany, Albany County

Proposed Project: Working capital expenses for the development of a rapid antibody-based diagnostic test of disease and disease history.

Project Type: Working Capital

III. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>	
Operating Expenses (salaries)	\$165,123	
Lab Supplies	11,277	
Other: Travel and Wafer Processing Fee	6,000	
Indirect Cost	45,600	
Subcontracts	207,000	
Consultants	<u>65,000</u>	
 Total Project Costs	 <u>\$500,000</u>	
 <u>Financing Sources</u>	 <u>Amount</u>	 <u>Percent</u>
ESD Grant	<u>\$500,000</u>	<u>100%</u>
 Total Project Financing	 <u>\$500,000</u>	 <u>100%</u>

IV. Project Description

A. Organization

Industry: Public Academia Organization

History: The State University of New York Polytechnic Institute (“SUNY Poly”) is a part of The State University of New York system. SUNY Poly was officially formed in March 2014 by merging SUNY College of Nanoscale Science and Engineering (“CNSE”) in Albany and the SUNY Institute of Technology (“SUNYIT”) in Utica.

Ownership: Public University

Size: SUNY Poly currently hosts more than 3,600 students, staff, and faculty. The Marcy, Utica campus sits on 400 acres of land, and the Albany campus occupies 1.65 million square feet of space. SUNY Poly has more than 30 undergraduate programs and more than 20 graduate programs.

Anticipated Results: This grant will support the development of a rapid and high sensitivity antibody test for detecting Tick-borne diseases as well as SARS-COV-2. The team aims to produce chip/cartridge that will be used in conjunction with diagnostic instrumentation developed by Ciencia, Inc.

Anticipated milestones for this project include:

1. Demonstrate sensitivity, specificity, reproducibility & accuracy for Lyme diagnostic - initiate test chip design lock.
2. Complete instrumentation ease of use review and receive engineering recommendations from Veranex.
3. First-level review of FDA or NYS laboratory developed test approval
4. Complete detection instrument and fluidic cartridge engineering changes / initiate instrumentation design lock.
5. Complete assessment of FDA and NY State LDT strategy
6. Complete testing of at least 50 human samples with test chips (post-design lock).
7. Submit FDA pre-submission and NYS LDT request.
8. Transfer instrument, fluidic cartridges, chips and reagents to clinical research organization (e.g. Quadrant Laboratories LLC) to initiate validation studies
9. Design alternate disease targets for additional tickborne diseases and expand COVID-19 antibody test development and validation.).
10. Complete training of CRO on instrument / test operation and initiate validation testing.
11. Receive feedback from NYS regarding LDT filing and/or FDA pre-submission – file response to feedback.
12. CRO to complete testing of minimum required number of human samples, as per guidance from FDA pre-submission and NYS LDT

requirements. Testing milestones: sensitivity, specificity, reproducibility of the test & ease of use of the instrument/procedures.

13. Complete proof of concept testing of alternative test chips and evaluate alternative diagnostic market for these chips.

14. Additional human sample testing by CRO – if required by NYS LDT or FDA.

15. Receive NYS LDT approval.

16. Initiate full FDA 501(k) submission process.

17. Initiate NYS LDT / FDA pre-approval for alternate diagnostic test (tickborne disease targets).

Competition: N/A

Past ESD Support:

Project Title	Amount	Project #	Date End (Project Completion: Contract Expiration)	School
AIM Photonics Capital	\$30,000,000	131,489	4/2018-12/2021	

B. The Project

Completion: September 2025

Activity: A working capital fund to be used for the development of a rapid, easy-to-use, low-cost, high-sensitivity antibody test for detecting tick-borne diseases as well as SARS-CoV-2 (COVID-19) infections. The funds will also be used to initiate plans to obtain regulatory approval for a NYS Laboratory Developed Test and the FDA 510(k) clearance to market the test.

Results: After extensive conversation and guidance from the project team’s mentors, the SUNY Poly team has reprioritized their research focus from COVID-19 to Lyme/tick-borne disease applications. In the first six months, the team has demonstrated sensitivity, specificity, reproducibility, and accuracy using human Lyme disease samples. The team has completed the engineering and optimization of the chip/cartridge designs. The team will be collaborating closely with their partner, Ciencia, Inc., and other consultants to conduct the necessary studies that will be incorporated in the FDA pre-review material.

Grantee Contact: Kim Pietkiewicz
 Director of Pre-award Operations
 257 Fuller Road, NFE 4405
 Albany, NY 12203
 Phone: 518-437-8828
 E-mail: kpietkiewicz@sunypoly.edu

ESD Project No.: 134,922

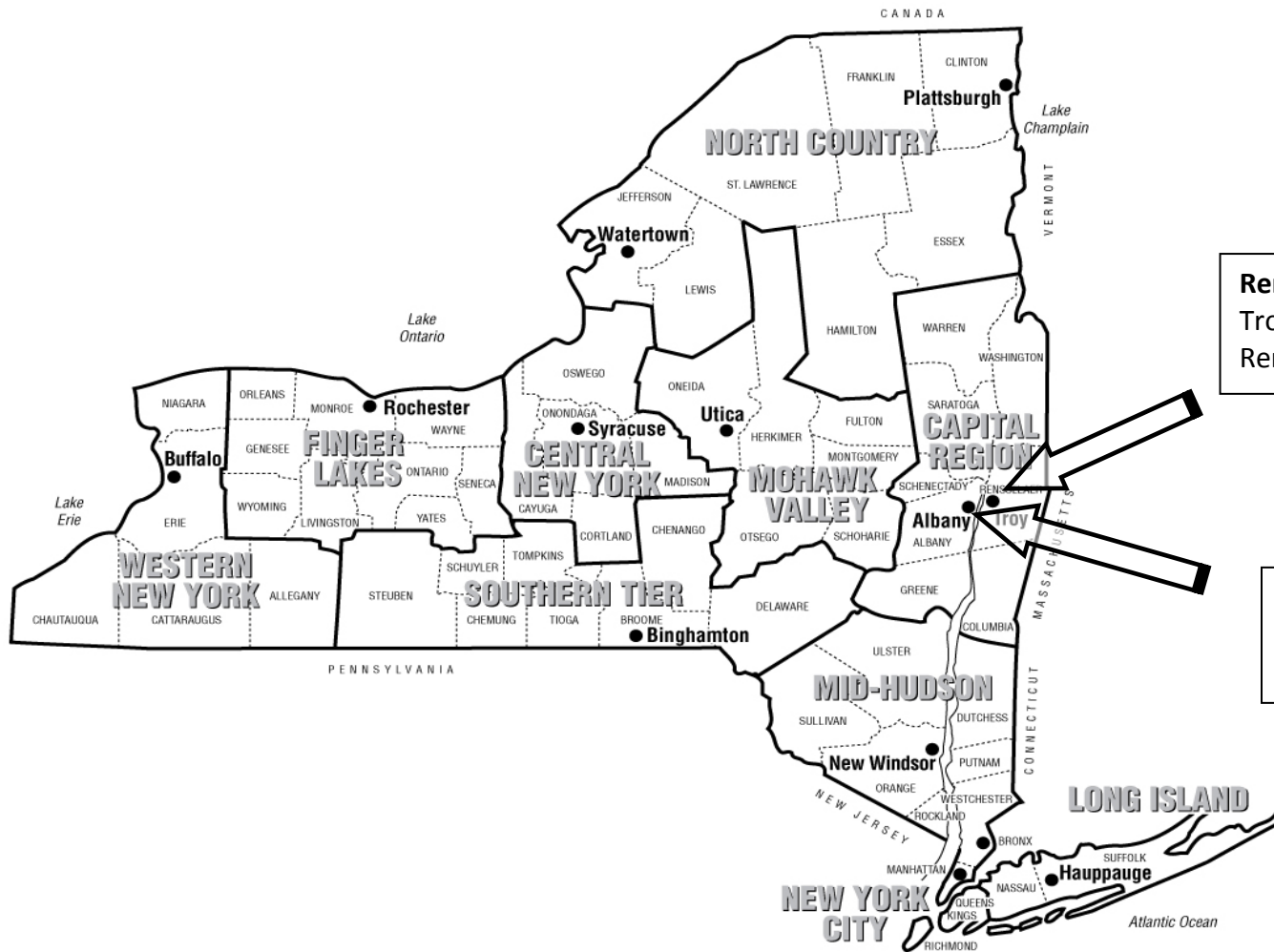
Project Team:	Origination	Maria Mitchell/Joan Spivak
	Project Management	Ervina Meehan
	Legal	Tom Regan
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Soo Kang/Eram Qadri

C. Financial Terms and Conditions

1. The Grantee will demonstrate no materially adverse changes in its financial condition prior to disbursement.
2. Up to \$500,000 will be disbursed to the Grantee in arrears in six (6) installments. Payments will be made upon presentation to ESD of invoices and such other documentation as ESD may reasonably require. Expenses must be incurred on or after September 15, 2022, the date of execution for the Grantee’s Incentive Proposal. With each invoice, Grantee must present detail of payment of qualified expenditures. The Payments will be disbursed according to the following Payment Schedule:

Payment	Payment Amount
1	\$90,298
2	\$120,297
3	\$71,981
4	\$71,980
5	\$72,723
6	\$72,721
TOTAL	\$500,000

The Grant is being offered in connection with the project as described in the Life Science Initiative Biodefense Commercialization Fund grant application and project plan submitted by The Research Foundation for The State University of New York on behalf of SUNY Polytechnic Institute and approved by ESD; funds will be made available only for projects that are undertaken as described in said application and project plan, except as expressly authorized by ESD.



Rensselaer Polytechnic Institute
 Troy
 Rensselaer County

SUNY Polytechnic Institute
 Albany
 Albany County

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: New York City (New York City Region – New York County) – Rochester (Finger Lakes Region – Monroe County) – New York Fund for Innovation in Research and Scientific Talent (NYFIRST) Project Grants – Life Sciences Initiative Fund (Capital and Working Capital Grants)

REQUEST FOR: Findings and Determinations Pursuant to Section 16-aa of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

I. Overall Project Summaries

	Grantees	Project Name	Project #	Grant	Total Investment	County
A.	The Trustees of Columbia University in the City of New York	Capital and Working Capital support in conjunction with the recruitment of Dr. Sabrina Diano	134,349	\$1,000,000	\$3,012,727	New York
B.	University of Rochester	Capital and Working Capital support in conjunction with the recruitment of Dr. Ruth Serra-Moreno	134,351	\$1,000,000	\$3,099,820	Monroe
	Total NYFIRST Projects – 2	TOTAL		\$2,000,000	\$6,112,547	

II. Program Description

A. Background

The New York Fund for Innovation in Research and Scientific Talent (“NYFIRST”) is a \$15 million competitive grant program offering grants of up to \$1 million to New York State medical schools to encourage the recruitment of exceptional translational researchers from outside of New York state or the retention of such researchers who have offers to leave the state. NYFIRST funds are to be used for the establishment or upgrading of laboratories for these researchers, for purchases of capital equipment and specialized supplies needed for their research and as working capital to cover costs of professional staff critical to the proposed research. Every NYFIRST Grantee is required to provide \$2 of Matching Funds for every \$1 of NYFIRST program assistance. The match is a non-reimbursable component of the project’s total cost and is reflective of the Grantee’s long-term commitment to the project.

Guidelines for NYFIRST program received Board approval on January 24, 2018 and were updated and approved by the Board on January 17 of 2019; minor updates took place in July 2020, which did not require Board approval. Applications are reviewed by scientists from the Department of Health/Wadsworth Center who have the credentials and expertise to evaluate the value and commercial potential of the research being implemented and are evaluated by ESD staff on the potential to achieve economic development benefits, as well as achieve regional balance.

The third application cycle opened on January 9, 2020 and closed on July 20, 2020. Columbia University and the University of Rochester were recommended to receive NYFIRST awards during this cycle. We are now requesting board approval for NYFIRST grant awards of up to \$1 million each to The Trustees of Columbia University in the City of New York and to the University of Rochester. Incentive proposals were executed in December 2021 for University of Rochester, and in February 2022 for Columbia University.

B. The Projects

Columbia University

Columbia University is utilizing a NYFIRST award in connection with the recruitment of Dr. Sabrina Diano from Yale University. Dr. Diano is serving as Director of Columbia’s Institute of Human Nutrition, leading educational and research efforts across the University to understand the effect of nutrition on human health and disease. She is a highly influential leader in her field, and her recruitment is expected to create an environment that will help retain and attract top researchers in the fields of metabolism and diabetes across various departments.

Three members of Dr. Diano’s research team have accompanied her from Yale to the University, one research scientist and two associate research scientists, and an additional postdoctoral scientist has joined from University Hospital Bonn in Germany. Since the start of this NYFIRST grant, Dr. Diano’s lab has hired another five individuals – with all but one coming from outside

New York State – and raised an additional \$4.7 million in National Institute of Health (“NIH”) funding.

ESD funds are being used for the purchase of specialized equipment to assist with Dr. Diano’s research, as well as working capital to partially cover salaries and lab supplies. Columbia University has agreed to provide \$2,012,727 of its own equity in the project, which has a total project cost of \$3,012,727.

University of Rochester

The University of Rochester (“UR”) is using this NYFIRST award in connection with the recruitment of Dr. Ruth Serra-Moreno from Texas Tech University. Dr. Serra-Moreno is serving as an Associate Professor of Microbiology and Immunology, with limited tenure, where she is assisting with research on HIV, COVID-19, and other viral pathogens. She is the first Hispanic woman to be hired as a tenure-track faculty member in this department. Dr. Serra-Moreno’s recruitment strongly enhances UR’s strength in viral pathogen research and significantly enhances the goals of the newly established Translational Immunology and Infectious Disease Institute (“TIDI”) and UR’s Center for Coronavirus Research (“CCR”).

Four individuals have accompanied Dr. Serra-Moreno from Texas Tech to UR: one faculty member, one postdoctoral fellow and two PhD students. It is anticipated that Dr. Serra-Moreno’s appointment will lead to the creation of another eight to ten life science jobs over the next five years. To-date, Dr. Serra-Moreno has raised \$2.2 million in NIH funding.

ESD funds are being used to install a sliding door to physically separate Dr. Serra-Moreno’s tissue culture alcove from the main lab, along with the acquisition of specialized equipment and working capital to partially cover staff salary costs. UR is providing matching funds in the amount of \$2,099,820 for a total project cost of \$3,099,820.

III. Statutory Basis

The funding was authorized in the 2017-2018 New York State budget and re-authorized in the 2018-2019, 2019-2020, 2020-2021, 2021-2022, 2022-2023, and 2023-2024 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

IV. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

V. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the

law to promote opportunities for maximum feasible participation of New York State certified Minority and Women-owned Business Enterprises (MWBEs) in the performance of ESD projects. For purposes of this Project, however, MWBE goals will not be established due to the unavailability of certified MWBEs for performance of this project. Recipient shall acknowledge and adhere to ESD's Non-discrimination and Equal Employment Opportunity ("EEO") policies.

VI. ESD Employment Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VIII. Additional Submissions to Directors

Resolution
New York State Map
Project Finance Memorandum
Project Summaries

New York City (New York City Region – New York County) – Rochester (Finger Lakes Region – Monroe County) – New York Fund for Innovation in Research and Scientific Talent (NYFIRST) Project Grants – Life Sciences Initiative Fund (Capital and Working Capital Grants) – Findings and Determinations Pursuant to Section 16-aa of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make Grants and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the New York Fund for Innovation in Research and Scientific Talent (NYFIRST) Project Grants – Life Science Initiative Fund (Capital and Working Capital Grants) Project (the “Project”), the Corporation hereby determines pursuant to Section 16-aa of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that no families or individuals are to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

NYFIRST Project Summary Table

	Grantees	Project Name	Project #	Grant	Total Investment	County
A.	The Trustees of Columbia University in the City of New York	Capital and Working Capital support in conjunction with the recruitment of Dr. Sabrina Diano	134,349	\$1,000,000	\$3,012,727	New York
B.	University of Rochester	Capital and Working Capital support in conjunction with the recruitment of Dr. Ruth Serra-Moreno	134,351	\$1,000,000	\$3,099,820	Monroe
	Total NYFIRST Projects – 2	TOTAL		\$2,000,000	\$6,112,547	

RESOLVED, that upon written findings of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearings held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written findings being made, the President and Chief Executive

Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to the parties and for the amounts listed above from NYFIRST for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

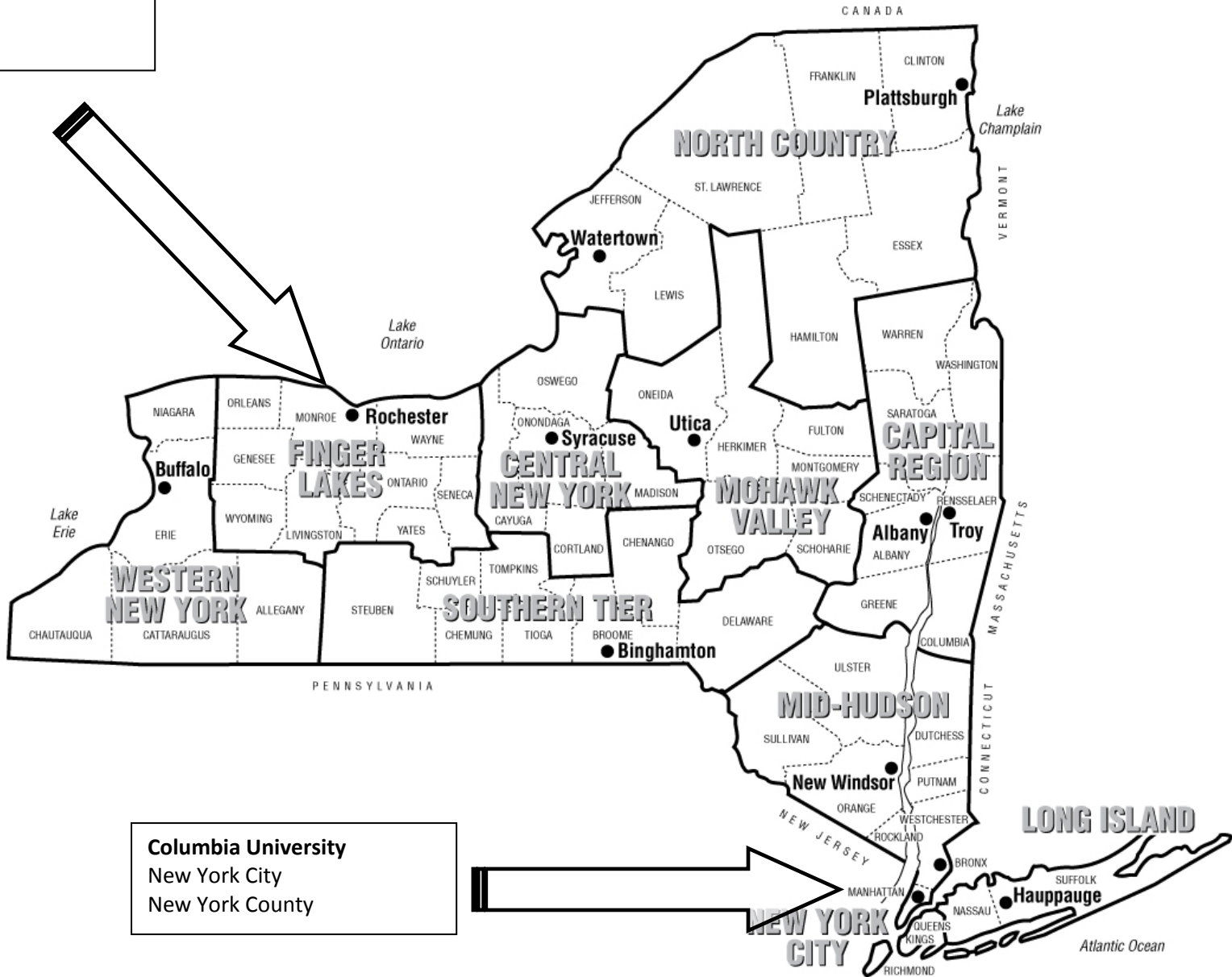
RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the grants, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grants; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

University of Rochester
Rochester
Monroe County



Columbia University
New York City
New York County

Project Summaries

- A. The Trustees of Columbia University
in the City of New YorkPage 8

- B. University of Rochester.....Page 15

A. The Trustees of Columbia University in the City of New York (134,349)

General Project Plan

I. Project Summary

Grantee: The Trustees of Columbia University in the City of New York (“Columbia University” or the “Grantee”)

ESD* Investment: A capital and working capital grant of up to \$1,000,000 to be used for the purchase of scientific equipment, and portions of salaries and other working capital costs

* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 1150 St Nicholas Avenue, New York, New York

Proposed Project: Capital and working capital expenses for specialized scientific equipment, workforce and research support, and the recruitment of Dr. Sabrina Diano from Yale University to serve as Director of Columbia’s Institute of Human Nutrition.

Project Type: Capital and Working Capital

Regional Council: The New York City Regional Economic Development Council has been made aware of this item.

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>	
Operating Expenses (incl. salaries/fringe)	\$2,235,196	
Scientific Expenses: Supplies	67,367	
Capital Expenses: Equipment	<u>710,164</u>	
Total Project Costs	<u>\$3,012,727</u>	
<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD Grant	\$1,000,000	33%
Columbia Investment	<u>2,012,727</u>	<u>67%</u>
Total Project Financing	<u>\$3,012,727</u>	<u>100%</u>

III. Project Description

A. Organization

Industry: Research; Higher Education; Academia

Organization

History: Columbia University was founded 1754 as King's College by royal charter of King George II of England. Located in New York City, it is the oldest institution of higher learning in the state of New York and the fifth oldest in the United States, with 4,504 full-time faculty and 18,622 full-time employees as of 2021.

Ownership: Columbia University is a private, not-for-profit research university.

Size: Columbia University comprises three undergraduate schools, thirteen graduate and professional schools, a world-renowned medical center, four affiliated colleges and seminaries, twenty-five libraries, centers for the arts, and more than one hundred research centers and institutes. Total enrollment for 2022 was 36,649 students, including 4,825 in the medical center graduate schools.

ESD Involvement: Columbia University submitted an application to the third NYFIRST application cycle, which was open from January 9, 2020 through July 20, 2020. After review and scoring by scientists from the Department of Health/Wadsworth Center, Columbia University was recommended to receive a NYFIRST grant award of up to \$1,000,000.

The NYFIRST grant program was designed to encourage the recruitment or retention of exceptional life science researchers and world-class talent to the states' medical schools to accelerate translational research.

Competition: N/A

Past ESD Support: Funding for the past five years to the Grantee is summarized in the following chart:

Project Title	Project #	Amount	Date Start (ESD Directors'/CEO Approval date)	Date End (Project Completion: Contract Expiration)	Description
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Columbia University-Biodefense Commercialization Fund Implementation Contract Extension	134,276	\$225,000	February 16, 2023		Extension of existing contract for continued management of Fund's application process and mentoring services for grantees.
NYFIRST Columbia University Capital	133,198	\$1,000,000	December 15, 2022		NYFIRST grant in connection with the recruitment of Dr. Simon John, whose research focuses on the role of ocular metabolomics in glaucoma.
Columbia University LINAC Capital	130,278	\$400,000	March 24, 2022		Purchase a custom designed and manufactured, turnkey "linear accelerator" or LINAC to build a heavy ion generator with enough energy to carry out research.
Columbia University-Biodefense Commercialization Fund Implementation Contract	134,276	\$750,000	May 20, 2021	November 30, 2022	To assist ESD with the implementation of a \$40 million Infectious Diseases Resiliency Commercialization Fund.
NYFIRST Columbia University Medical School Capital	132,189	\$1,000,000	March 28, 2019		NYFIRST grant to refurbish 517 square feet of laboratory space and acquire a state-of-the-art super resolution imaging platform for cell biology, precision medicine, cancer, and immunology research to encourage the recruitment of Dr. Jordan Orange to the position of Pediatrics Chairman at Columbia University Medical School.

B. The Project

Completion: December 2026

Activity: NYFIRST working capital funds are being used to partially cover salary and overhead costs for one research scientist and two associate research scientists who joined Dr. Diano from Yale, along with a fourth member joining from University Hospital Bonn (Germany), additional research staff,

and lab supplies. Since the incentive proposal was executed, Dr. Diano has hired five (5) additional staff.

Capital expenditures include the purchase of specialized scientific equipment, including:

- Zeiss LSM 900 2 MA-PMT 4 Laser System *
- Sable 8 Cage Promethion Core System *
- INSCOPIX nVue Dual Color Vivo Imaging System *
- KOPF 962 Dual Ultra Precise Small Animal Stereotaxic
- Fisher Invitrogen iBright FL 1500 Imaging System
- Life Technologies VARIOSKAN LUX
- Fisher Applied Biosystems QuantStudio 5 PCR System
- Fisher Thermo Scientific TSX ULT 700-box A-Volt

* To be leased over 4 years.

Results: Since the start of this grant, Columbia has hired nine (9) new employees to work in Dr. Diano’s lab, including eight (8) from outside New York State, and raised \$4.7 million in NIH grants to support Dr. Diano’s work.

Economic Growth

Investment Project: No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: William Berger
Assistant VP of Sponsored Projects Administration
154 Haven Avenue, Third Floor
New York, NY 10032
Phone: (212) 305-9571
E-mail: wb2174@cumc.columbia. edu

ESD Project No.: 134,349

Project Team:	Origination	Joan Spivak
	Project Management	Robert Beiderman
	Legal	Tom Regan
	Contractor & Supplier Diversity	Denise Ross
	Finance	Kayla Biles
	Environmental	Nicole Francis

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the capital expenditures of \$710,164 (\$7,101) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Grantee will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. Up to \$1,000,000 will be disbursed to the Grantee in arrears in four annual installments. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after February 10, 2022. With each invoice, Grantee must present documentation of equipment costs and verification of equipment delivery, detail of payment of qualified expenditures, including salaries, and documentation of \$2 of Matching Funds expended for every \$1 of NYFIRST program assistance requested along with an annual report. All disbursements must be requested by December 31, 2026.

Payment 1: \$280,673 will be disbursed to the Grantee upon documentation of the following milestones:

- Documentation showing at least \$842,019 has been spent;
- An interim (6-month) and annual status report satisfactory to ESD;
- Documentation, such as hiring letters and paystubs, that Dr. Sabrina Diano, along with at least one (1) research scientist, one (1) postdoctoral research scientist, and two (2) associate research scientists from outside NYS are currently employed by Columbia University; and
- Documentation, including receipts and photographs, that the following equipment has been purchased by Columbia University and is currently in place and in use:
 - i. Zeiss LSM 900 2 MA-PMT 4 Laser System *
 - ii. Sable 8 Cage Promethion Core System *
 - iii. INSCOPIX nVue Dual Color Vivo Imaging System *
 - iv. KOPF 962 Dual Ultra Precise Small Animal Stereotaxic
 - v. Fisher Invitrogen iBright FL 1500 Imaging System
 - vi. Life Technologies VARIOSKAN LUX
 - vii. Fisher Applied Biosystems QuantStudio 5 PCR System
 - viii. Fisher Thermo Scientific TSX ULT 700-box A-Volt

* To be leased over 4 years.

Payment 2: \$239,288 will be disbursed to the Grantee upon documentation of the following milestones:

- Documentation showing at least \$717,864 (and \$1,559,883 cumulative) has been spent;
- An interim (6-month) and annual status report satisfactory to ESD;

- Documentation, such as hiring letters and paystubs, that Dr. Sabrina Diano, along with at least four (4) scientists and/or doctoral students/post-doctoral fellows are currently employed by Columbia University; and
- Documentation, including receipts and photographs, that the following leased equipment is still in use by Columbia University:
 - i. Zeiss LSM 900 2 MA-PMT 4 Laser System
 - ii. Sable 8 Cage Promethion Core System
 - iii. INSCOPIX nVue Dual Color Vivo Imaging System

Payment 3: \$239,288 will be disbursed to the Grantee upon documentation of the following milestones:

- Documentation showing at least \$717,864 (and \$2,277,747 cumulative) has been spent;
- An interim (6-month) and annual status report satisfactory to ESD;
- Documentation, such as hiring letters and paystubs, that Dr. Sabrina Diano, along with at least four (4) scientists and/or doctoral students/post-doctoral fellows are currently employed by Columbia University; and
- Documentation, including receipts and photographs, that the following leased equipment is still in use by Columbia University:
 - i. Zeiss LSM 900 2 MA-PMT 4 Laser System
 - ii. Sable 8 Cage Promethion Core System
 - iii. INSCOPIX nVue Dual Color Vivo Imaging System

Payment 4: \$240,751 will be disbursed to the Grantee upon documentation of the following milestones:

- Documentation showing at least \$722,253 (and \$3,000,000 cumulative) has been spent;
- An interim (6-month) and annual status report satisfactory to ESD;
- Documentation, such as hiring letters and paystubs, that Dr. Sabrina Diano, along with at least four (4) scientists and/or doctoral students/post-doctoral fellows are currently employed by Columbia University; and
- Documentation, including receipts and photographs, that the following leased equipment is still in use by Columbia University:
 - iv. Zeiss LSM 900 2 MA-PMT 4 Laser System
 - v. Sable 8 Cage Promethion Core System
 - vi. INSCOPIX nVue Dual Color Vivo Imaging System

All disbursements require compliance with program requirements and must be requested by no later than 12 months after the grant term ends (anticipated end of grant term is February 2026).

The Grant is being offered in connection with the project as described in the Life Science Initiative NYFIRST grant application submitted by The Trustees of Columbia University in the City of New York, and funds will be made available only for projects that are undertaken as described in said application, except as expressly authorized by ESD.

The term of the grant is four (4) years, and projects must be completed within no more than four (4) years from commencement of the grant. ESD, in its sole discretion, may terminate the Program grant if grantee does not adhere to the timelines established in the grant agreement or otherwise fails to demonstrate satisfactory performance.

Failure to comply with annual or other reporting requirements will result in withholding of disbursements.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$1,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
5. The grant is subject to recapture, in whole or in part, if ESD determines any of the following occur, unless expressly authorized by ESD:
 - The relationship between the institution and the recruited investigator, Dr. Sabrina Diano, is severed prior to the end of the grant term.
 - One or more of the four research scientists joining from Yale University and/or University Hospital Bonn leave Columbia University without being replaced by individuals of comparable experience.
 - Failure to keep and properly maintain equipment purchased as part of this grant for the duration of the grant period.

B. University of Rochester (134,351)

General Project Plan

I. Project Summary

Grantee: University of Rochester (“UR” or the “Grantee”)

ESD* Investment: A capital and working capital grant of up to \$1,000,000 to be used for the purchase of scientific equipment, installation of a sliding door, and portions of salaries and other working capital costs.

* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 601 Elmwood Avenue, Rm #3-9804, Rochester, Monroe County

Proposed Project: Capital and working capital expenses for specialized scientific equipment and the recruitment of Dr. Ruth Serra-Moreno from Texas Tech University to serve as Associate Professor of Microbiology and Immunology, where she will assist with research on HIV, COVID-19, and other viral pathogens. Dr. Serra-Moreno is the first Hispanic woman to be hired as a tenure-track faculty member in this department.

Project Type: Capital and Working Capital

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Operating Expenses (incl. salaries/fringe)	\$1,303,436
Capital Equipment	1,496,540
Scientific Expenses/Laboratory Setup	220,506
Facility User Fees	47,859
Equipment Maintenance	<u>31,479</u>
Total Project Costs	<u>\$3,099,820</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD Grant	\$1,000,000	32%
UR Investment	<u>2,099,820</u>	<u>68%</u>
Total Project Financing	<u>\$3,099,820</u>	<u>100%</u>

III. Project Description

A. Organization

Industry: Research; Higher Education; Academia

Organization

History: The University of Rochester (UR) is a private research university that was founded by a convention of Baptists in 1850. The medical center forms the centerpiece of the University’s health research, teaching and patient care missions. Today UR has grown to more than 3,000 faculty, 12,000 students and 30,000 staff. It is the sixth largest employer in the state.

Ownership: The University of Rochester is a private university.

Size: All facilities are located in Rochester, NY.

ESD Involvement: UR submitted an application to the third NYFIRST application cycle, which was open from January 9, 2020 through July 20, 2020. After review and scoring by scientists from the Department of Health/Wadsworth Center, UR was recommended to receive a NYFIRST grant award of up to \$1,000,000.

The NYFIRST grant program was designed to encourage the recruitment or retention of exceptional life science researchers and world-class talent to the states’ medical schools to accelerate translational research.

Competition: N/A

Past ESD Support: Funding for the past five years to the Grantee is summarized in the following chart:

Project Title	Project #	Amount	Date Start (ESD Directors’/CEO Approval Date)	Date End (Project Completion: Contract Expiration)	Description
University of Rochester Medicine 3D Organ Printing Capital	131,577	\$500,000	September 19, 2019	August 6, 2021	New machinery and equipment for a 3D organ printing and surgical simulation at the University of Rochester Medical Center.

Memorial Art Gallery of the University of Rochester Capital	124,364	\$100,000	August 15, 2019	December 22, 2021	The Memorial Art Gallery will upgrade the Grand Gallery exhibit space to support the technical needs of its exhibitions and to enhance visitor experiences.
Messinger Hall Eastman Community Music School Renovation	129,955	\$450,000	April 18, 2019	September 15, 2021	Renovation of Messinger Hall for new teaching studios, classrooms, administrative offices and a waiting area for parents.
Rochester Data Science Consortium Working Capital	128,149	\$7,500,000	April 18, 2019		Operating capital to establish 5 year funding for Big Data R&D leading to future self sufficiency
NYFIRST University of Rochester Medical School Capital	132,188	\$1,000,000	March 28, 2019	September 17, 2019	NYFIRST grant to purchase specialized genomic laboratory research equipment to encourage the recruitment of Dr. Paula Vertino to the University of Rochester.
Empire Discovery Institute Working Capital	131,317	\$35,400,000	May 24, 2018		EDI will help bridge the space between research and commercialization faced in early-phase research. EDI will provide scientific and industry resources and expertise to accelerate projects through early-phase development towards successful monetization and licensing, creating revenue, jobs, and new companies for the region.

B. The Project

Completion: December 2025

Activity: NYFIRST capital funds are being used to for the purchase of the following equipment to aide in Dr. Serra-Moreno’s research:

- Leica Microsystems Stellaris 5 Confocal Microscope
- Cytek Biosciences Aurora 5-laser 67 Channel System
- Luminex Amnis ImageStreamX Mk II System

- Element Biosciences Aviti (or comparable equipment)

Matching funds from UR will cover capital costs in excess of ESD funding, along with scientific expenses and other working capital expenditures, such as salaries. UR is also installing a sliding door to physically separate Dr. Serra-Moreno’s tissue culture alcove from the main lab area, allowing her to more safely work with infectious HIV.

Results: Since the start of this grant, UR has hired four (4) new employees from Texas Tech to work in Dr. Serra-Moreno’s lab and raised \$2. 2 million in NIH grants to support Dr. Serra-Moreno’s work.

Economic Growth

Investment Project: No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Laurie Naber
 Contracts Administrator
 518 Hylan Building
 Rochester, NY 14627
 Phone: (585) 275-4210
 E-mail: lnaber@orpa.rochester. edu

ESD Project No.: 134,351

Project Team:	Origination	Joan Spivak
	Project Management	Robert Beiderman
	Legal	Tom Regan
	Contractor & Supplier Diversity	Kelly Forsey
	Finance	Jonevan Hornsby
	Environmental	Nicole Francis

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the grant amount of \$1,000,000 (\$10,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Grantee will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. Up to \$1,000,000 will be disbursed to the Grantee in arrears in four annual installments. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 9, 2021.

With each invoice, Grantee must present documentation of equipment costs and verification of equipment delivery, detail of payment of qualified expenditures, including salaries, and documentation of \$2 of Matching Funds expended for every \$1 of NYFIRST program assistance requested along with an annual report. All disbursements must be requested by April 1, 2026.

Payment 1: \$388,733 will be disbursed to the Grantee upon documentation of the following milestones:

- Documentation showing at least \$1,166,199 has been spent;
- An interim (6-month) and annual status report satisfactory to ESD;
- Documentation, such as hiring letters and paystubs, that Dr. Ruth Serra-Moreno, along with at least two (2) graduate students and one (1) junior graduate student have been hired from Texas Tech University, and that Dr. Ruth Serra-Moreno and three (3) graduate students are currently employed by UR; and
- Documentation, including receipts and photographs, that the following has been purchased by UR and is currently in place and in use:
 - i. Leica Microsystems Stellaris 5 Confocal Microscope
 - ii. Cytek Biosciences Aurora 5-laser 67 Channel System

Payment 2: \$298,082 will be disbursed to the Grantee upon documentation of the following milestones:

- Documentation showing at least \$894,246 (and \$2,060,445 cumulative) has been spent;
- An interim (6-month) and annual status report satisfactory to ESD;
- Documentation, such as hiring letters and paystubs, that Dr. Ruth Serra-Moreno, along with at least five (5) scientists and/or doctoral students/post-doctoral fellows are currently employed by UR; and
- Documentation, including receipts and photographs, that the following has been purchased by UR and is currently in place and in use:
 - i. Luminex Amnis ImageStreamX Mk II System

Payment 3: \$170,579 will be disbursed to the Grantee upon documentation of the following milestones:

- an interim (6-month) and annual status report satisfactory to ESD
- Documentation showing at least \$511,737 (and \$2,572,182 cumulative) has been spent;
- An interim (6-month) and annual status report satisfactory to ESD;
- Documentation, such as hiring letters and paystubs, that Dr. Ruth Serra-Moreno, along with at least five (5) scientists and/or doctoral students/post-doctoral fellows are currently employed by UR; and
- Documentation, including receipts and photographs, that the following has been purchased by UR and is currently in place and in use:
 - i. Element Biosciences Aviti (or comparable equipment)

Payment 4: \$142,606 will be disbursed to the Grantee upon documentation of the following milestones:

- Documentation showing at least \$427,818 (and \$3,000,000 cumulative) has been spent;
- An interim (6-month) and annual status report satisfactory to ESD; and
- Documentation, such as hiring letters and paystubs, that Dr. Ruth Serra-Moreno, along with at least five (5) scientists and/or doctoral students/post-doctoral fellows are currently employed by UR

All disbursements require compliance with program requirements and must be requested by no later than 12 months after the grant term ends (anticipated end of grant term is December 2025).

The Grant is being offered in connection with the project as described in the Life Science Initiative NYFIRST grant application submitted by the University of Rochester, and funds will be made available only for projects that are undertaken as described in said application, except as expressly authorized by ESD.

The term of the grant is four (4) years, and projects must be completed within no more than four (4) years from commencement of the grant. ESD, in its sole discretion, may terminate the Program grant if grantee does not adhere to the timelines established in the grant agreement or otherwise fails to demonstrate satisfactory performance.

Failure to comply with annual or other reporting requirements will result in withholding of disbursements.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$1,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
5. The grant is subject to recapture, in whole or in part, if ESD determines any of the following occur, unless expressly authorized by ESD:
 - The relationship between the institution and the recruited investigator, Dr. Ruth Serra-Moreno, is severed prior to the end of the grant term.
 - One or more of the five graduate students and/or postdocs joining Dr. Serra-Moreno's lab leave University of Rochester without being replaced by individuals of comparable experience.
 - Failure to keep and properly maintain equipment purchased as part of this grant for the duration of the grant period.

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: New York State Innovation Venture Capital Fund (“NYSIVCF”)

REQUEST FOR: Authorization for Investment of NYSIVCF Funds in Envisagenics, Inc.

I. Project Summary

Awardees: Envisagenics, Inc. (“Envisagenics” or the “Company”)

Amount: Up to \$175,000 in a \$3,000,000 bridge round

Project Location: Long Island City, N.Y.

Funding Source: The liquid assets held by ESD for NYSIVCF

ESD Project No.: TBD

Project Team:	Origination	Jennifer Tegan
	Project Management	Silvia Garcia Codony
	Legal	Carlyne Turner-Beverly
	Contractor & Supplier Diversity	Jazmin Thomas
	Environmental	Soo Kang

II. Background

Pursuant to Part JJ of Chapter 59 of the Laws of 2013, the NYSIVCF may invest up to \$100 million in eligible seed and early-stage small businesses located in, or that in writing agree to be located in, New York State that (i) have the potential to generate additional economic activity in the State and (ii) are working in emerging technology fields or are achieving, or have the potential to achieve, technological advances, innovation, transformation or development. The target portfolio companies demonstrate a potential for substantial growth and job development and have the potential to generate additional economic activity in the State.

Past New York State Support

The NYSIVCF has previously invested \$1,350,000 over three rounds: \$500,000 in convertible notes in 2017 that converted with the Series A round, \$200,000 in convertible notes in 2020 that converted with the Series A round, and \$650,000 in Series A preferred stock in 2021.

Project Status

Envisagenics is a TechBio company using artificial intelligence and expertise in RNA for the discovery of novel RNA splicing variants that cause cancer and other genetic diseases. Its principal technology is the SpliceCore® discovery platform which is up to 250 times more likely to discover novel targets than gene-centric discovery tools, and allow for the development of novel therapeutics.

Envisagenics is a revenue-generating company that has secured its first multi-year R&D collaboration contract with Bristol Meyers Squibb (BMS), one of the major pharmaceutical companies, and is positioned to obtain several other such contracts.

Envisagenics is woman and minority-led spin-out of Cold Spring Harbor Laboratory in Long Island. As part of the due diligence process, NYSIVCF staff and an external Investment Advisory Committee (“IAC”) evaluated the Company’s business plan and growth prospects, as well as the terms of the investment outlined in Schedule A. As a result of that analysis, NYSIVCF staff and the IAC both agree that the market opportunity and growth potential offered by this New York State company warrants an investment by the NYSIVCF and recommend its approval.

III. Statutory Basis

In order to attract private sector investment in new research, translate research into marketable products, strengthen university-industry connections, and prepare New York businesses to compete for private-sector venture investment, Part JJ of Chapter 59 of the Laws of 2013 authorized ESD to establish and administer NYSIVCF in order to provide critical seed-stage and early-stage funding to incentivize new business formation and growth in the State of New York and facilitate the transition from ideas and research to marketable products.

IV. Environmental Review

ESD staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization.

V. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses (“MWBEs”) in the performance of ESD contracts. The ESD Office of Contractor and Supplier Diversity (“OCSD”) has determined that it is not practical or feasible to assign MWBE contract goals to expenditures made under this program. As such, participation goals will not be established or required.

VI. Service-Disabled Veteran-Owned Businesses

Pursuant to New York State Executive Law Article 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified service-disabled veteran-owned businesses (“SDVOBs”) in the performance of ESD contracts. OCSD has determined that it is not practical or feasible to assign SDVOB contract goals to expenditures made under this program. As such, participation goals will not be established or required.

Additional Submissions to Directors

Resolution

Schedule A – Summary of the Investment Terms

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Innovation Venture Capital Fund ("NYSIVCF") - Authorization of an Investment of NYSIVCF Funds in Envisagenics, Inc.

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the New York State Innovation Venture Capital Fund, the Corporation is authorized to make an investment, in an amount not to exceed \$175,000 in Envisagenics, Inc. (the "Company") and to enter into agreements and related documentation with the Company and the investment entities named in the Materials in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to take such actions, including modifying the terms of the investment and entering into additional agreements with the Company and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in the Company; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget, if applicable; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Schedule A – Summary of Investment Terms

**New York State Innovation Venture Capital Fund
Envisagenics, Inc. (the “Company”)
Summary of Investment Terms
ESD Board of Directors’ Meeting
April 20, 2023**

<u>Type of Security:</u>	Convertible Note
<u>Size of Round</u>	Up to \$3,000,000
<u>Investment Amount</u>	Up to \$175,000
<u>Principal Terms:</u>	ESD will receive the same finalized terms as the rest of the participating investors.
<u>Co-Investment Syndicate:</u>	The lead investor for this round is Third Kind Venture Capital, LLC. Other private investors are also participating
<u>Use of Proceeds:</u>	Funds will be used for the working capital requirements of the Company

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: New York State Innovation Venture Capital Fund (“NYSIVCF”)

REQUEST FOR: Authorization of an Investment of NYSIVCF Funds in Yuvo, Inc.

I. Project Summary

Awardee: Yuvo, Inc. (“Yuvo” or the “Company”)

Amount: Up to \$1,000,000 in Series A Preferred Stock

Project Location: New York, NY

Funding Source: The liquid assets held by ESD for NYSIVCF

ESD Project No.: TBD

Project Team:

Origination	Jennifer Tegan
Project Management	Marcia Mitchell
Legal	Carlyne Turner-Beverly
Contractor & Supplier Diversity	Jazmin Thomas
Environmental	Soo Kang

II. Background

Pursuant to Part JJ of Chapter 59 of the Laws of 2013, the NYSIVCF may invest up to \$100 million in eligible seed- and early-stage small businesses located in, or that in writing agree to be located in, New York State that (i) have the potential to generate additional economic activity in the State and (ii) are working in emerging technology fields or are achieving, or have the potential to achieve, technological advances, innovation, transformation or development. The target portfolio companies demonstrate a potential for substantial growth and job development and have the potential to generate additional economic activity in the State.

NYSIVCF also provides funding for the Technology Commercialization Fund which support pre-seed investment opportunities throughout the State. The NYSIVCF is part of a larger equity investment strategy that includes the Innovate NY Fund, a \$45 million fund that invested in seed-stage equity opportunities.

Past New York State Support for Yuvo, Inc.

NYSIVCF invested \$250,000 into a SAFE in May 2021 and \$700,000 into a \$5M Series Seed round in December 2022 for a total of \$950,000.

Project Status

Yuvo provides software and software enabled services to help Federally Qualified Health Centers (FQHCs) transition to value-based care. Yuvo is a minority and women led company based in New York City.

FQHCs serve the most vulnerable populations, including 1 in 6 Medicaid beneficiaries, 1 in 3 Americans living in poverty and 1 in 5 people living in rural areas. While total funding awarded to FQHCs in fiscal year 2021 was \$6.5B, clinics are not equally equipped to fill these needs. Average net margin for an FQHC is -9% due to inefficient capacity utilization, leadership gaps, lack of adequate qualification for risk contracts with insurance companies, and lack of negotiation leverage.

To address the above issues, Yuvo has built a tech platform and tech enabled services to allow FQHCs to scale to transition into value-based care (VBC), negotiate preferred rates, repurpose admin space for clinical use to increase patients treated, to participate in an Accountable Care Organization (ACO) to qualify for VBC revenue and to take advantage of the shared leadership from Yuvo.

ESD is requesting authorization of an investment of up to \$1,000,000 in a Series A Preferred equity round led by Mastry Ventures. Proceeds from this financing round will be used as working capital with a focus on scaling the development team in order to strengthen the Yuvo product architecture and improve data analytics capabilities.

As part of the due diligence process, NYSIVCF staff and an external Investment Advisory Committee (“IAC”) evaluated the Company’s business plan and growth prospects, as well as the terms of the investment outlined in Schedule A. As a result of that analysis, NYSIVCF staff and the IAC both agree that the market opportunity and growth potential offered by Yuvo warrants an investment by the NYSIVCF and recommend its approval.

III. Statutory Basis

In order to attract private sector investment in new research, translate research into marketable products, strengthen university-industry connections, and prepare New York businesses to compete for private-sector venture investment, Part JJ of Chapter 59 of the Laws of 2013 authorized ESD to establish and administer the NYSIVCF in order to provide critical seed-stage and early-stage funding to incentivize new business formation and growth in the State of New York and facilitate the transition from ideas and research to marketable products.

IV. Environmental Review

ESD staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization.

V. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses (“MWBEs”) in the performance of ESD contracts. The ESD Office of Contractor and Supplier Diversity (“OCS”) has determined that it is not practical or feasible to assign MWBE contract goals to expenditures made under this program. As such, participation goals will not be established or required.

VI. Service-Disabled Veteran-Owned Businesses

Pursuant to New York State Executive Law Article 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified service-disabled veteran-owned businesses (“SDVOBs”) in the performance of ESD contracts. OCS has determined that it is not practical or feasible to assign SDVOB contract goals to expenditures made under this program. As such, participation goals will not be established or required.

Additional Submissions to Directors

Resolutions

Schedule A – Summary of the Investment Terms

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Innovation Venture Capital Fund ("NYSIVCF") - Authorization of an Investment of NYSIVCF Funds in Yuvo, Inc.

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the New York State Innovation Venture Capital Fund (the "Fund"), the Corporation is authorized to make an investment, in an amount not to exceed \$1,000,000 in Yuvo, Inc. (the "Company") and to enter into agreements and related documentation with the Company and the investment entities named in the Materials in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to take such actions, including modifying the terms of the investment and entering into additional agreements with the Company and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in the Company; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget, if applicable; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Schedule A

**New York State Innovation Venture Capital Fund
Yuvo, Inc. (the “Company”)
Summary of Preferred Equity Financing Terms
ESD Board of Directors’ Meeting
April 20, 2023**

<u>Type of Security:</u>	Series A Preferred Stock (the “Series A Preferred”)
<u>Investment Amount:</u>	Up to \$1,000,000.
<u>Size of Round:</u>	Up to \$22M of new investment.
<u>Co-Investment Syndicate (partial list):</u>	Series A Preferred Investors: This round is being led and priced by Mastry Ventures with follow on participation from AlleyCorp, AV8 Ventures and Brooklyn Bridge Ventures.



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Office Lease for the New York State Office of Trade and Tourism for Office Space in Old San Juan, Puerto Rico

REQUEST FOR: Authorization to Enter into a New Lease Contract for Office Space in Old San Juan, Puerto Rico for the New York State Office of Trade and Tourism; and Authorization to Take Related Actions

I. Background

The New York State Office of Trade and Tourism (“NYSOTT”) opened on November 5, 2015 in historic Old San Juan, Puerto Rico at 260 Calle San Francisco. NYSOTT is operated by Empire State Development (“ESD” or the “Corporation”), with a primary mission to foster and strengthen economic, cultural, and governmental ties between New York State (“NYS”) and Puerto Rico. NYS Officials have regularly visited Puerto Rico and NYSOTT in support of its mission.

NYSOTT operates the New York State Discovery Center (the “Center”), which sells “Taste NY” and “I Love NY” products to residents of Puerto Rico and tourists visiting the island. The Center also functions as a one-stop tourism shop for residents of Puerto Rico who are interested in traveling to NYS and need assistance with planning their trip. To further support tourism to NYS, during the summer of 2019, NYSOTT sponsored an “I Love NY Baseball” promotion for travel for up to four residents of Puerto Rico to the Baseball Hall of Fame in Cooperstown for the induction of Edgar Martinez. In 2022, NYSOTT also sponsored an “I Love NYS Boxing” promotion for travel for up to four residents of Puerto Rico to the Boxing Hall of Fame for the induction of Miguel Cotto.

NYSOTT has helped foster economic activity between Puerto Rico and NYS through connecting NYS exporters with Puerto Rico’s distributors for agricultural and other products and services. In addition, an “Adopt-A-City Program” was established which is a joint program between New York cities and municipalities in Puerto Rico that were impacted by natural disasters in which a city “adopts” a municipality and provides financial and/or other donations.

Since its opening in 2015, ESD has leased commercial office space at 260 Calle San Francisco, Old San Juan, Puerto Rico for the use of NYSOTT. The space consists of approximately 1,800 square feet, housing two offices for staff, space for the Center (which includes the “Taste NY” and “I Love NY” products’ store), and an internal courtyard for staff and visitors. Despite the COVID-19 pandemic, NYSOTT has provided needed assistance to tourists visiting the island and for residents of Puerto Rico

interested in traveling to NY.

In October 2015, ESD executed a six-month lease with William Alicea Guzmán (“Landlord”) for the office space for a total rental value of \$33,128. The rental value included base rent, plus additional amounts for utilities and certain maintenance expenses. ESD through the exercise of renewal options extended the term of its April 2020 lease through April 19, 2023, at total rental amounts since lease inception in 2015 totaling approximately \$515,300. ESD now wishes to negotiate a new lease with the Landlord and, to that end, began negotiating the terms in early 2023.

II. Contractor Selection Process

ESD and NYSOTT wish to continue their travel and tourism outreach in Puerto Rico and wish to execute a new lease at the current location. ESD has worked with the landlord to make several capital improvements and updates to the office. Specifically, ESD and the Landlord have shared improvement costs, which included new air conditioner units, repainting and other internal physical improvements, and ESD installed new workstations. ESD undertook a survey and review of other office location in Old San Juan in advance of pursuing this lease but believes the central location in an historic area of San Juan and ESD operations and purposes are best serviced in the current location. While the proposed lease reflects an increase in both the rent and utility costs, the expenses for both the building and utility costs covered by the landlord have increased. Additionally, the landlord has been responsive and provided additional operational assistance on many occasions that have had value to ESD. ESD and NYSOTT staff has ultimately determined that, based on the negotiated rent price and renovations performed in the office, coupled with the savings of not incurring relocation costs, executing a multi-year lease at this location would be the most cost-effective, economical decision for ESD.

Pursuant to State Finance Law Section 139-j and 139-k and the Corporation’s policy related thereto, staff has; a) considered the proposed contractor’s ability to perform the services provided for in the proposed contract; and b) consulted the list of offerors determined to be non-responsible bidders and debarred offerors maintained by the New York State Office of General Services. Based on the foregoing, staff considers the proposed contractor to be responsible.

III. Essential Terms of the Lease

Landlord:	William Alicea Guzmán
Premises:	Approximately 1,893 square feet of office space located at 260 Calle San Francisco, Unit LC-3 1, Old San Juan, Puerto Rico.
Lease Term:	Effective date April 20, 2023 to April 19, 2026, with an option to renew for 2 years.

Total Contract Value: Not to exceed \$278,000 over the first three years for rent, additional rent/operating expenses, and property maintenance as described below.

Rent and Additional Rent/ Operating Expenses: Not to exceed \$171,984, i.e., approximately \$7,166 per month in the first two (2) years, as follows:

- Rent: \$5,916
- Additional Rent/Operating Expenses (Power/Phone/Internet/Water): \$1,250

There is a rent escalation allowance in the third year of approximately 2.66% (\$6,073 rent, approximately \$7,323 total per month including Additional Rent/Operating Expenses for year 3)

Property Improvements: Budget of \$6,000 per year for the three (3) years - for mutually agreed upon improvements paid in addition to Rent and Additional Rent/Operating Expenses; for ordinary maintenance set forth in the lease.

Funding Source: Corporate Funds

The Budget will be held and disbursed by ESD on an “as needed basis”.

IV. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business enterprises (MWBES) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that MWBE participation goals need not be applied to this project.

V. Environmental Review

ESD staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required.

VI. Requested Action

The Directors are requested to: (1) make a determination of responsibility with respect to the proposed contractor, William Alicea Guzmán, landlord; (2) authorize the Corporation to enter into a lease agreement with William Alicea Guzmán on the terms herein described, for a total contract value

not to exceed \$278,000 for rent, operating expenses and property maintenance; and (3) take all related actions.

VII. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

VIII. Attachments
Resolution

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Office Lease for the New York State Office of Trade and Tourism for Office Space in Old San Juan, Puerto Rico – Authorization to Enter into a Lease Contract for Office Space in Old San Juan, Puerto Rico for the New York State Office of Trade and Tourism; and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered and filed with the records of the Corporation (the “Corporation”) hereby finds William Alicea Guzmán, to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a new lease with William Alicea Guzmán, as Landlord, in an amount not to exceed Two Hundred Seventy-Eight Thousand and 00/100 Cents (\$278,000) for the premises located at 260 Calle San Francisco, Unit LC-3-1, Old San Juan, Puerto Rico substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: New York City (New York County) – Office Space at 633 Third Avenue, New York, New York

REQUEST: Authorization to Enter into a Lease Extension for Office Space at 633 Third Avenue, New York, New York; Authorization to Take Related Actions

I. BACKGROUND

The New York State Urban Development Corporation, d/b/a Empire State Development (the “ESD” or the “Corporation”) leases floors 33-37 and concourse level storage space, SC4 at 633 Third Avenue, New York, NY (the “Premises”). 633 Third 33 Equities LLC (“Landlord”) is the landlord of the Premises.

ESD and the Landlord initially executed a lease, for a term from November 2006 until June 30, 2013. Subsequently, a new lease was negotiated and the current lease term is from July 1, 2013 through June 30, 2023, with an option to renew for five-years. The current annual fixed rent is \$7,124,137.00 or \$68.50 per square foot.

Prior to the lease expiration, ESD’s broker engaged in discussions with the Landlord regarding the five-year renewal of the lease. ESD ultimately determined that renewing the lease at this location would not be the most cost-effective, economical decision. However, ESD and Landlord did agree to extend its current lease at its current rate of \$68.50 per square foot for one (1) year, subject to the Landlord’s option to terminate the lease extension ninety (90) days prior to June 30, 2024. The reason for this extension is to provide ESD additional time to relocate and renovate new office space if needed.

II. ESSENTIAL TERMS

- Rent Schedule:

Rent Schedule – Extended Term			
Time Period	Rent Per Square Foot	Annual Rent	Monthly Rent
July 1, 2023 – June 30, 2024	\$68.50	\$7,124,137.00	\$593,678.00

- Landlord’s Right to Terminate: The term of this Lease may be terminated by Landlord, by delivering to the Tenant a notice, notifying the Tenant that Landlord has elected to require Tenant to vacate the premises and has advised Tenant of the termination date (the “**Landlord’s Termination Date**”). The Landlord’s Termination Date shall be no less than one hundred and eighty (180) days after date of delivery of termination notice, but in no event prior to March 31, 2024.
- If Landlord exercises its right to terminate prior to June 30, 2024, or if ESD’s new space is not ready for occupancy when this Lease terminates, ESD may remain in occupancy while paying “holdover” rent at the rate of 125% of ESD’s most recent rental payments.
- Source of Funding: ESD Corporate Funds

III. NON-DISCRIMINATION AND CONTRACTOR AND SUPPLIER DIVERSITY

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business enterprises (MWBES) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that MWBE participation goals need not be applied to this project.

IV. ENVIRONMENTAL REVIEW

ESD staff has determined that the requested authorization to renew a lease constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with this request.

V. REQUESTED ACTIONS

The Directors are requested to: (1) authorize the Corporation to enter into a lease extension agreement with 633 Third 33 Equities LLC on the terms herein described for floors 33-37 and SC4 located at 633 Third Avenue, New York (the “Premises”); and (2) to take related actions.

VI. RECOMMENDATION

Based on the foregoing, I recommend approval of the requested actions.

VII. ATTACHMENTS

Resolution

April 20, 2023

New York City (New York County) – Office Space at 633 Third Avenue, New York, New York
– Authorization to Enter into a Lease Extension for Office Space at 633 Third Avenue, New
York, New York; Authorization to Take Related Actions

BE IT RESOLVED, that based on the materials presented at this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation approves the essential terms of the lease extension for Floors 33-37 and SC4 located at 633 Third Avenue, New York (the “Premises”) and hereby finds 633 Third 33 Equities LLC to be responsible; and be it further

RESOLVED, that in accordance with the Materials, the Corporation is hereby authorized to enter into a lease extension for the Premises with 633 Third 33 Equities LLC substantially in accordance with the essential terms, as set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation, or other Officer of the Corporation, or his or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing Resolutions.

* * *

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Life Sciences Initiative – Procurement of Services Related to the Management of the Application Process and Related Activities for the \$40M New York Biodefense Commercialization Fund (“The Fund”)

REQUEST FOR: Authorization to Enter into a Contract Extension for Management of Application Processes and Mentoring Services and to Take Related Actions

I. Contract Summary

Contractor: The Trustees of Columbia University in the City of New York (Columbia Technology Ventures) (“CTV”)

Scope of Services: CTV will assist in the continued management of the \$40 million New York State Biodefense Commercialization Fund. This work will include application updates, distribution, website enhancements, information sessions, online application and review process, communications with applicants, post-award progress tracking and coaching, connections to mentors and advisors, and introductions to funders. CTV also will continue providing overall management of such activities as communications and marketing about the Fund, outreach to New York State stakeholders, coordinating with the Executive Committee and other committees, identifying, and managing the mentor network, and training activities.

Original Contract Term: June 2021 – December 2022

Original Contract Amount: Not to exceed \$750,000

Current Contract Term: June 2021 – May 2023

Current Contract Amount: Not to exceed \$975,000

Amendment to Contract Term: June 2023 – December 2026 (42 months)

Amendment to Contract Amount: Not to exceed \$1,025,000

New Contract Term: June 2021 – December 2026

New Contract Amount: Not to exceed \$2,000,000

Funding Source(s): FY 2017-18 New York State Budget Appropriation for Life Sciences Initiative

II. Contract Description and History

ESD is seeking authorization to enter into a contract amendment not to exceed \$1,025,000 over a period of 42 months. ESD will utilize \$525,000 to enter into a contract extension with The Trustees of Columbia University in the City of New York (Technology Ventures division “CTV”) to obtain continued services over a twelve-month period related to marketing and stakeholder outreach, application and applicant management, and mentoring that are required for the administration of the \$40 million New York State Biodefense Commercialization Fund through a third application cycle. The additional \$500,000 will be utilized as needed for services related to mentoring outreach and management throughout the remaining term of the contract extension.

The original contract period of 18 months allowed for the establishment of the Biodefense Commercialization Fund and management through the initial application cycle. The ensuing six-month extension – approved by the ESD Board of Directors in February 2023 – allowed CTV to continue assisting through the second application cycle. However, sufficient funds remain in the \$40M Fund to warrant a third application cycle, and once all funds are fully awarded, there will be additional mentoring assistance required to ensure that awardees are realizing the full benefits of ESD assistance. CTV has been critical to the early success of this program, receiving and reviewing 177 applications in the initial funding cycle, and an additional 106 applications in the second funding cycle. Currently, ESD has awarded grants of up to \$23.8M to 24 organizations. Companies awarded grants in the first funding cycle are already making significant contributions to New York’s life science ecosystem: submitting patent applications for groundbreaking infectious disease treatments, creating jobs, and expanding their office space. Extending the contract through 2026 will allow CTV to complete a final funding cycle and ensure that awardees will continue to benefit from valuable mentorship throughout the life of these grants. Losing CTV’s guidance and management at this critical stage would severely hinder ESD’s ability to continue the program successfully.

The Fund was initially announced by the Governor in 2021 and is designed to accelerate commercialization of life science research and innovations that address serious infectious disease health threats. The Fund provides grants to life science startups and other burgeoning companies, as well as academic centers, that are developing promising diagnostics, vaccines, therapeutics, and other innovations that prevent, treat, or mitigate these threats. The Fund is managed by ESD and guided by an Executive Committee consisting of representatives from ESD, the NYS Department of Health (DOH), two venture funds (Deerfield Management and SOSV), Columbia University, and Mount Sinai School of Medicine.

III. Contractor Selection Process

CTV was chosen via a single source procurement given their unique expertise and pre-existing initiatives with this project. Columbia is ranked highly in infectious diseases globally and is ranked first among all NY-based universities in this field. Columbia is one of the most active of the relatively few players that offer the breadth of support to startups needed for this grant program, each year managing more than 400 invention disclosures, 100 license deals and 20 to 30 new IP-backed startups by its team of 45 professionals and 30 interns. Columbia is among the top universities in the country for all-time revenue generation from technology commercialization.

Columbia is fully integrated with the project and has the complete range of capabilities required to move this project forward; extending this contract ensures work can continue on schedule without disruptions. CTV works frequently with Mount Sinai Innovation Partners (MSIP), which is supported by 51 staff members, is highly active in supporting startups, and offers services that are complementary to those offered by Columbia, and Columbia has committed to bringing Mount Sinai's expertise to this program. This unparalleled expertise in the Lab-to-Market management has been a major reason for the program's early success.

IV. Scope of Work

There are only a handful of institutions capable of performing some, but not necessarily all, of the market-specific work necessary for this grant program. CTV was selected because they can provide the complete range of services required (listed below), which are the metrics required for completion of this contract.

- **Application Development and Management:** CTV will review and update application documents and processes for reviewing and tracking applications.
- **Application Review and Scoring:** CTV will ensure the process for reviewing and scoring of all applications runs smoothly and will work with ESD to identify and train the judging panel, synthesize the scores, and share with ESD the scores and feedback for final project selection by ESD.
- **Communication with Applicants:** CTV will serve as the primary point of communication for all applicants, to answer questions that may arise and to share any required feedback.
- **Mentor Network:** The Executive Committee, with CTV, will continue to identify mentors for Fund recipients and will coordinate ongoing mentor activities, which may include assisting in the development of business plans, providing guidance on regulatory issues, and providing direction in securing support beyond ESD Funding.
- **Marketing and Communications:** In coordination with ESD, CTV will enhance materials to raise awareness of the Fund to prospective applicants, potential mentors, and funders.

CTV also will coordinate with ESD to maintain and update the website, which serves as the primary information access point for applicants.

- **Post-Award Progress Tracking:** CTV will work with Mentors in tracking progress against milestones and budgets for all awardees. If needed, CTV also will identify additional advisors and mentors from industry and venture capital who can be of assistance.
- **Introductions to Potential Funders:** CTV will make connections for funded teams to further institutional funding opportunities, such as the venture capital community and biopharma/life science business development teams.

V. Contract Timeline, Term, Price and Funding

Upon approval by the Board to enter into a contract extension with Columbia, an extension will be negotiated that will include specific deliverables and metrics. The term of the contract will be for 42 months for an amount not to exceed \$1,025,000 as set forth above. The basis of payment of the fee will be fixed fees against deliverables to be mutually agreed. The source of funding is the FY 2017-18 New York State Budget Appropriation (Life Sciences Initiative).

VI. Responsible Party

Pursuant to State Finance Law Section 163 and the Corporation's policy related thereto, staff has: (a) considered Contractor's ability to perform the services provided for in the proposed contract; and (b) consulted the list of offerors determined to be non-responsible bidders and debarred offerors maintained by the New York State Office of General Services. Based on the foregoing, staff considers Contractor to be responsible.

VII. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Articles 15-A and 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of New York State certified minority- and women-owned business enterprises (MWBEs) and service-disabled veteran-owned businesses (SDVOBs) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that, due to the highly specialized and unique nature of this project, there exists no potential for MWBE and SDVOB participation. As such, participation goals will not be established or required for this project.

VIII. Environmental Review

ESD staff has determined that the authorization to enter into a contract for management of application processes and mentoring services constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New

York State Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

IX. Requested Action

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; and (2) authorize the Corporation to enter into a contract extension with The Trustees of Columbia University in the City of New York for an additional amount not to exceed \$1,025,000.

X. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

XI. Attachment

Resolution

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Life Sciences Initiative – Procurement of Services Related to the Management of the Application Process and Related Activities for the \$40M New York State Biodefense Commercialization Fund (“The Fund”) - Authorization to Enter into a Contract Extension for Management of Application Processes and Mentoring Services and to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds The Trustees of Columbia University in the City of New York to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract extension with The Trustees of Columbia University in the City of New York in an amount not to exceed One Million Twenty-five Thousand Dollars (\$1,025,000) for a total new contract amount not to exceed Two Million (\$2,000,000) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Procurement of Consulting Services

REQUEST FOR: Authorization to Enter into an Amended Contract to Provide Architecture/Engineering Services in Connection with the Hutchison Chapel and Take Related Actions

CONTRACT NEED AND JUSTIFICATION

I. CONTRACT SUMMARY

Contractor: Foit-Albert Associates, Architecture, Engineering and Surveying, PC (“Contractor”)

Scope of Services: To provide construction services including repair of the roof of the ESD owned Hutchison Chapel in the City of Buffalo.

Contract Term: Two Years with option to extend for one additional year

Contract Amount: Not to Exceed \$109,757 (\$95,441 Bid plus \$14,316 project contingency)

Funding Source: State appropriation

II. BACKGROUND

In June of 2013, ESD acquired the Episcopal Church Home located on Busti Avenue in Buffalo, New York (the “Property”). The Property contained five separate parcels totaling approximately 3.72 acres and included multiple vacant and dilapidated buildings. The complex previously housed an adult day care facility that closed in 2007 and a skilled nursing facility that ceased operation in 2005. At the time of acquisition, it was intended that ESD acquire the Property, stabilize and abate/remediate all asbestos/environmental contamination and demolish the structures in order to make the Property available for future economic development. The Property is an important parcel for economic development due its strategic location one block away from the Peace Bridge connecting New York and Canada operated by the Buffalo and Erie County Peace Bridge Authority. Since acquiring the Property, ESD has remediated and demolished all buildings except for the historic Hutchison Chapel (the “Chapel”) with funds

provided by New York State.

Currently, the Chapel is need of repairs including a roof replacement. As such, in January of 2022, ESD retained the services of the Contractor to conduct a building assessment of the Chapel and to assist ESD with designing and implementing any necessary repairs. At the time the Contractor was retained, it was expected that work would be completed within one year, and as such, ESD Board approval was not required. However, since work on the Chapel has not been completed, the services of the Contractor need to be extended until such time as the repair work is completed. Per ESD's Procurement Guidelines, any contracts that exceed \$250,000 or extend beyond one year require Board approval. As such, approval is being sought to extend the agreement with the Contractor for another year and provide ESD the option to extend for another year if needed. In addition, it is requested that the approved contract amount include a fifteen percent contingency in the event that the delays in the completing the work result in any increased costs.

III. SCOPE OF WORK

The Contractor scope of work includes completion of a building assessment, completing the design and specifications for the work consisting of completing a roof replacement, repair of the surrounding fencing and minor masonry repairs to the Chapel. In addition, the Contractor will provide oversight/construction management services during construction of the work until completion.

IV. CONTRACTOR SELECTION PROCESS

In December of 2022, ESD issued a mini-solicitation from ESD's pre-approved consultant list for construction/engineering services. The Contractor was selected based on its experience in providing the required services and the cost of such services.

V. RESPONSIBLE PARTY

Pursuant to State Finance law Section 139-j and 139-k and the Corporation's policies related thereto, staff has: a) considered the ability of the proposed vendor to perform the services set forth in these materials, and b) consulted the list of offerers determined to be non-responsible bidders and debarred offerers maintained by the New York State Office of General Services. Based on the foregoing, staff finds the proposed vendor to be responsible.

VI. CONTRACT – TERM/PRICING

The contract is paid on a time and material basis in an amount not to exceed \$109,757 (\$95,441 Bid plus \$14,316 project contingency). The contract will be for a two-year period effective January 31, 2022. At the option of ESD, the contract may be extended for an additional year.

The funding source shall be State appropriations.

VII. ENVIRONMENTAL REVIEW

Staff has determined that the proposed authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations for the New York Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD’s Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Organization/Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprises (MWBES) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD’s funding.

Foit-Albert Associates, Architecture, Engineering and Surveying, a Minority-Owned Business Enterprise certified by the State of New York and may utilize its certification to satisfy the above requirement.

IX. REQUESTED ACTION

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; (2) authorize the Corporation to enter into an amended contract with the Contractor for an amount of \$109,757; and (3) to authorize the Corporation to take all related actions.

X. RECOMMENDATION

Based on the foregoing, I recommend approval of the requested actions.

ATTACHMENT
Resolution

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Procurement of Consulting Services - Authorization to Enter into an Amended Contract to Provide Architecture/Engineering in Connection with the Hutchison Chapel and Take Related Actions

RESOLVED, that in accordance with the materials presented at this meeting and ordered filed with the records of the Corporation (the “Materials”), the Corporation hereby Foit-Albert Associates, Architecture, Engineering and Surveying, PC (the “Contractor) to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into an amended contract for a two-year term with the option for the Corporation to extend the Contract for an additional one year term, with the Contactor for a base contract amount of NINETY FIVE THOUSAND AND FOUR HUNDRED FORTY-ONE DOLLARS (\$95,441), plus a contingency in the amount of FOURTEEN THOUSAND AND THREE HUNDRED SIXTEEN DOLLARS (\$14,316) for a total contract amount not to exceed ONE HUNDRED AND NINE THOUSAND AND SEVEN HUNDRED FIFTY-SEVEN DOLLARS (\$109,757) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer and her designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing.

* * *

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Global NY Consulting Service Contracts – Procurement of Services

REQUEST FOR: Authorization to Enter into a Consulting Contract for Services in Connection with Trade Between New York and India; and Authorization to Take Related Actions

CONTRACT NEEDS AND JUSTIFICATION**I. Contract Summary**

Contractors: Tractus Asia Ltd.

Original Contract Term: September 1, 2022 – June 30, 2023

Time Extension: July 1, 2023 – June 30, 2024

Amended Contract Term: September 1, 2022 – June 30, 2024

Original Contract Amount: Not to exceed \$31,500

Amendment Amount: Not to exceed \$40,000

New Contract Total Amount: Not to exceed \$71,500

Funding Source(s): Economic Development Initiative (EDI)

Scope of Services: ESD’s Global NY department is seeking the Directors’ authorization to contract with the vendor noted above to assist NY businesses with global exports to India.

II. Background

Global NY provides assistance to local businesses that want to export globally and to foreign businesses looking to invest in New York. This is accomplished through the use of foreign contracted representatives located across the world. This contractor is critical for two of our programs, the State Trade Expansion Program (STEP) and the Export Marketing Assistance Service (EMAS). Previously, this contract was approved for a ten-month test period, to determine interest in this new market. We require a one-year extension to continue testing and track outcomes.

III. Contractor Selection Process

In 2022, we entered into a trade contract with Tractus Asia Ltd. to increase trade from NYS into India. We were already using Tractus Asia Ltd. through a separate contract to assist with Foreign Direct Investment (FDI) into India. This vendor was originally selected through an RFP process in 2019. We wish to extend the contract one year and continue working with this vendor.

IV. Scope of Work

The purpose of this contract is to increase trade between New York and India. The specific services, may include the following:

- Provide business development services in India to create export sales opportunities for NYS companies that produce, manufacture, and develop technologies, and offer NYS made goods and/or services for sale
- Provide support for special projects
- Assist in administering a trade events program in India

V. Contract Term, Price and Funding

The original contract term for was September 1, 2022 – June 30, 2023. The contract has been granted an extension amendment to June 30, 2024. The new contract period with extension will be September 1, 2022 – June 30, 2024.

The original contract was not to exceed \$31,500. The requested amended contract amount is \$40,000 with the overall total amount not to exceed \$71,500.

VI. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Articles 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned business enterprises (MWBES) in the performance of ESD projects. The Grantees shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve

MWBE Participation. In addition, ESD's MWBE Participation/Equal Employment Opportunity Policy will apply to this project. Specific goals related to the total value of ESD's funding will be established on a contract by contract basis.

VII. Environmental Review

ESD staff has determined that the authorization to enter into a consulting contract constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization.

VIII. Responsible Parties

Pursuant to State Finance Law Sections 139-j and 139-k and the Corporation's policy related thereto, staff has: (a) considered the Contractor's ability to perform the services provided for in the proposed agreement; and (b) consulted the list of officers determined to be non-responsible bidders and debarred officers maintained by the New York State Office of General Services. Based on the foregoing, staff considers the Contractors to be responsible.

IX. Requested Action

The Directors are requested to (i) make a determination of responsibility with respect to the proposed contractor; (ii) authorize the Corporation to engage the contractor for the services described herein, for an amount not to exceed \$71,500.

X. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

XI. Attachments

Resolution

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT - Procurement of Consulting Services - Authorization to Contract for Consulting Services in Connection with Trade Between New York and India; and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the "Materials"), a copy of which is hereby ordered filed with the records of the New York State Urban Development Corporation, d/b/a Empire State Development (the "Corporation"), the Corporation hereby finds Tractus Asia Ltd to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to contract with Tractus Asia Ltd, for an amount not to exceed seventy-one thousand and five hundred dollars, and substantially on the terms and conditions, set forth in the materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing.

* * *

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Global NY Consulting Service Contracts – Procurement of Services

REQUEST FOR: Authorization to Enter into Consulting Contract for Services in Connection with Trade Between New York and the Caribbean; and Authorization to Take Related Actions

CONTRACT NEEDS AND JUSTIFICATION

I. Contract Summary

Contractors: Great Lakes St. Lawrence Governors & Premiers

Original Contract Term: September 1, 2022 – June 30, 2023

Time Extension: July 1, 2023 – June 30, 2024

Amended Contract Term: September 1, 2022 – June 30, 2024

Original Contract Amount: Not to exceed \$31,500

Amendment Amount: Not to exceed \$40,000

New Contract Total Amount: Not to exceed \$71,500

Funding Source(s): Economic Development Initiative (EDI)

Scope of Services: ESD’s Global NY department is seeking the Directors’ authorization to contract with the vendor noted above to assist NY businesses with global exports to the Caribbean.

II. Background

Global NY provides assistance to local businesses that want to export globally and to foreign businesses looking to invest in New York. This is accomplished through the use of foreign contracted representatives located across the world. This contractor is critical for two of our programs, the State Trade Expansion Program (STEP) and the Export Marketing Assistance Service (EMAS). Previously, this contract was approved for a ten-month test period, to determine interest in this new market. We require a one-year extension to continue testing and track outcomes.

III. Contractor Selection Process

In 2022, we entered into a trade contract with the Great Lakes St. Lawrence Governors & Premiers to increase trade from NYS into the Caribbean. We were already using the Great Lakes St. Lawrence Governors & Premiers through a separate contract to assist with trade into different markets. This vendor was originally selected through an RFP process in 2019. We wish to extend the contract one year and continue working with this vendor.

IV. Scope of Work

The purpose of this contract is to increase trade between New York and the Caribbean. The specific services, may include the following:

- Provide business development services in the Caribbean to create export sales opportunities for NYS companies that produce, manufacture, and develop technologies, and offer NYS made goods and/or services for sale
- Provide support for special projects
- Assist in administering a trade events program in the Caribbean

V. Contract Term, Price and Funding

The original contract term was September 1, 2022 – June 30, 2023. The contract has been granted an extension amendment to June 30, 2024. The new contract period with extension will be September 1, 2022 – June 30, 2024.

The original contract was not to exceed \$31,500. The requested amended contract amount is \$40,000 with the overall total amount not to exceed \$71,500.

VI. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Articles 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned business enterprises (MWBES) in the performance of ESD projects. The Grantees shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve

MWBE Participation. In addition, ESD's MWBE Participation/Equal Employment Opportunity Policy will apply to this project. Specific goals related to the total value of ESD's funding will be established on a contract by contract basis.

VII. Environmental Review

ESD staff has determined that the authorization to enter into a consulting contract constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization.

VIII. Responsible Parties

Pursuant to State Finance Law Sections 139-j and 139-k and the Corporation's policy related thereto, staff has: (a) considered the Contractor's ability to perform the services provided for in the proposed agreement; and (b) consulted the list of officers determined to be non-responsible bidders and debarred officers maintained by the New York State Office of General Services. Based on the foregoing, staff considers the Contractors to be responsible.

IX. Requested Action

The Directors are requested to (i) make a determination of responsibility with respect to the proposed contractor; (ii) authorize the Corporation to engage the contractor for the services described herein, for an amount not to exceed \$71,500.

X. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

XI. Attachments

Resolution

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT - Procurement of Consulting Services - Authorization to Contract for Consulting Services in Connection with Trade Between New York and The Caribbean; and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the "Materials"), a copy of which is hereby ordered filed with the records of the New York State Urban Development Corporation, d/b/a Empire State Development (the "Corporation"), the Corporation hereby finds Great Lakes St. Lawrence Governors & Premiers to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to contract with Great Lakes St. Lawrence Governors & Premiers, for an amount not to exceed seventy-one thousand and five hundred dollars, and substantially on the terms and conditions, set forth in the materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing.

* * *

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Procurement of Public Relations and Social Media Services Engagement

REQUEST FOR: Authorization to Amend a Contract with The Martin Group for Public Relations and Social Media Services and to Take Related Actions

CONTRACT NEEDS AND JUSTIFICATION

I. Contract Summary

Contractor: The Martin Group (“Contractor”)

Scope of Services: The Martin Group will develop and execute an assertive 24-month public relations campaign to help NYSTAR identify, activate and capitalize on statewide, regional and trade media opportunities. This campaign, combined with ongoing social media consultation, will amplify NYSTAR’s key messaging and create awareness of the NYSTAR network’s capabilities and impact in the focus areas of: (1) microelectronics, semiconductors and photonics; (2) clean technology; (3) advanced materials; and (4) biotechnology

Contract Term: 9/1/2022 – 8/31/2024

Original Contract Amount: Not to exceed \$ 45,000

Proposed Amendment Amount: Not to exceed \$ 90,000

New Proposed Total Contact Amount: Not to exceed \$135,000

Funding Source(s): Federal Funding Appropriation

II. Background

The Martin Group is helping building awareness of capabilities and expertise available at NYS centers entities to better assist NYS companies and attract companies to NYS.

III. Contractor Selection Process

In July 2021, NYSTAR staff sent an email to five communications firms requesting proposals with a maximum budget of \$45,000. Three firms submitted social media and earned media plans highlighting state resources and expertise in up to five focus areas, which included:

- Microelectronics, Semiconductors, or Photonics;
- Aerospace and Defense;
- Quantum Computing;
- Cleantech and Transportation; and/or
- Biotechnology.

Each proposal was reviewed by internal NYSTAR staff based on the following criteria:

1. Experience with providing results-oriented, efficient, cost-effective, and customized messaging and delivering earned and social media generated stories/coverage;
2. Staff that will be dedicated to this effort;
3. Earned and social media that will be targeted/leveraged to build awareness of capabilities in specific technology fields;
4. Plan to manage and measure each campaign/program/activity in order to maximize desired outcomes;
5. Impacts or metrics that proposed efforts are expected to achieve; and
6. Itemized budget of up to \$45,000.

The reviewers unanimously selected The Martin Group. For the past year, The Martin Group has proven to be a valuable resource assisting with building awareness of NYSTAR's center capabilities and expertise. Based on their professionalism and quality of work, ESD is seeking to extend their contract by and additional allocation of \$45,000 per year for an additional two years totaling \$90,000.

IV. Responsible Party

Staff has examined the proposed contractor's "responsibility" as defined in State Finance Law §163, and as provided in ESD's Procurement Guidelines. Based on this analysis of financial and

organizational capacity, legal authority to do business in New York, integrity of principals, and past performance on contracts, staff concludes that the proposed contractor is a responsible vendor.

V. Scope of Work

The Martin Group will proactively develop new ideas and execute corresponding tactics. The Martin Group will conduct outreach to NYSTAR center leaders and stakeholders within each industry cluster to gather stories and insights. The agency will then develop corresponding content related to each industry, such as blog posts, story pitches and news releases. The agency will also execute various earned media and social media tactics to ensure our content reaches audiences. To maximize efficiency, the agency will focus on one technology field at a time, taking deep dives and serving each of the priority areas during the 24-month engagement.

VI. Contract Term, Price and Funding

This contract will be extended by an additional 24 months at the same rate of \$45,000 per year for a total of \$90,000. NYSTAR was awarded federal funding through NIST MEP.

VII. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of New York State certified minority and women-owned business enterprises (MWBES) in the performance of ESD contracts. Accordingly, ESD's Non-discrimination and Contractor & Supplier Diversity policy will apply to the project. No specific MWBE participation goals shall be required of this project; however, the grantee shall adhere to ESD's Non-Discrimination and Equal Employment Opportunity ("EEO") policy.

VIII. Environmental Review

ESD staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization.

IX. Requested Action

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; (2) authorize the Corporation to amend a contract with The Martin Group for an amount of \$90,000 not to exceed a total contract amount of \$135,000.

X. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

Attachments

Resolution

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT CORPORATION – Procurement of Public Relations and Social Media Services Engagement - Authorization to Amend a Contract with The Martin Group for Public Relations and Social Media Services and to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the New York State Urban Development Corporation, d/b/a Empire State Development (the “Corporation”), the Corporation hereby finds The Martin Group to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend the contract with The Martin Group for an additional amount not to exceed Ninety Thousand DOLLARS (\$90,000) for a total new contract amount not to exceed One Hundred Thirty Five Thousand DOLLARS (\$135,000) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: U.S. Economic Development Administration Travel, Tourism & Outdoor Recreation Grant Subaward to the New York State Office of Parks, Recreation and Historic Preservation

REQUEST FOR: Authorization to Enter into a Memorandum of Understanding with New York State Office of Parks, Recreation and Historic Preservation; and Authorization to Take Related Actions

I. ESD Directors' Summary

A. Overall MOU Description

Empire State Development (“ESD” or the “Corporation”) is seeking to enter in a memorandum of understanding (“MOU”) with the New York State Office of Parks, Recreation and Historic Preservation (“OPRHP”) as a non-competitive subaward under the U.S. Economic Development Administration’s (“EDA”) Travel, Tourism & Outdoor recreation grant. The intention of the grant is to support improvements to OPRHP’s existing digital platforms to enhance the consumer experience and encourage greater visitation to the State parks system.

B. Program History

On March 11, 2021, President Joseph R. Biden signed the American Rescue Plan into law. This historic legislation was designed to enable all Americans to respond to and recover from the impacts of COVID-19.

The EDA’s Travel, Tourism, and Outdoor Recreation program invests \$750 million in American Rescue Plan funding to support communities across the country whose economies were hard hit by damage to these sectors from the COVID-19 pandemic. With funding going to every state and territory across 185 awards, EDA’s investments are rebuilding the travel and tourism sector and creating a more equitable, competitive, and resilient industry.

In December of 2021, Empire State Development was awarded \$44,997,264.00 to assist with enhancing travel trade, international, and outdoor recreation initiatives. Included in this funding is \$4,000,000 allocated to the non-competitive OPRHP Subaward.

C. Contract Timeline

The MOU is expected to remain in effect until no later than November 7, 2025.

D. Requested Board Actions

The Directors are being asked to authorize ESD to enter into a MOU with OPRHP to provide all necessary services entailed in the MOU.

II. MOU Summary

Recipient:	New York State Office of Parks, Recreation and Historic Preservation
Scope of Services:	U.S. Economic Development Administration Travel, Tourism & Outdoor Recreation grant subaward to DEC
MOU Term:	Beginning immediately. Expected not to go beyond November 7, 2025.
MOU Amount:	Not to exceed \$4 million
Funding Source:	Federal Grant

III. Background

Given the Program's scope and urgency, ESD seeks to contract with OPRHP to administer the aforementioned program in support of the intention of the grant to assist with rebuilding the travel and tourism sector.

IV. Scope of Work

- I. Build new consumer-friendly website for NYS Office of Parks, Recreation and Historic Preservation (\$2 million): New robust, accessible, responsive website will utilize top design practices to showcase destinations and inspire travel while also serve as sterling example of government website providing constituents/users easy-to-navigate, timely information. The new transformational site will be launched in early 2024 to coincide with the centennial of the State's park system.
 - a. **Tactics with timeline include:**
 - i. Identify Project Manager
 - ii. Meet with stakeholders (staff, public, NYS ITS SPELL OUT)
 - iii. Identify vendors, design trends and optimum information architecture
 - iv. Develop requirements, issue Request For Proposal and award project
 - v. Prepare Project Scoping Document
 - vi. Design and build; QA/UAT SPELL OUT
 - vii. Launch and market
 - b. **Estimated budget:** \$2 Million

- II. Enhance Parks' Explorer Mobile App: Improve the visitor experience with easy-to-access information, maps, real-time conditions, and other trip planning and in-park tools
 - a. **Tactics with timeline:**
 - i. Identify features for next release of the app
 - ii. Prepare project requirements
 - iii. Development and integration with new website design
 - iv. Launch enhanced mobile app
 - v. Increase public awareness of app enhancements through marketing
 - b. **Estimated budget:** \$1.5M

- III. Create statewide centralized reservation system for events and programs of 250+ State-managed sites: Visitors would be able to sign up for a guided hike, nature program or historic tour, rent a kayak, and pay online.
 - a. **Tactics and timeline:**
 - i. Audit current processes used
 - ii. Identify facility/regional needs
 - iii. Research products and vendors
 - iv. Launch new reservation system
 - b. **Estimated budget:** \$50K

- IV. Develop Visitor Concierge incl. digital solutions such as Live Chat/Chat bots to strengthen customer service; and explore new digital admission options: Reduce time spent by centralized staff answering routine questions; provide service outside of regular business hours to better reflect operations.
 - a. **Tactics and timeline:**
 - i. Identify FAQs and key information
 - ii. Research products and vendors
 - iii. Launch
 - b. **Estimated budget:** \$200K

- V. Update existing virtual tours with new multimedia and immersive technology: Replace dated virtual tours with new immersive technology and expand sites to showcase to consumers
 - a. **Tactics and timeline:**
 - i. Identify facilities and attractions within to highlight
 - ii. Research products and vendors; issue RFI
 - iii. Film/Produce
 - iv. Launch
 - b. **Estimated Budget:** \$250K

V. Contract Term, Price and Funding Source

The contract term is expected to end no later than November 7, 2025. The price of the MOU is set at a not-to-exceed price of \$4,000,000. The funding source is from U.S. EDA Federal Grant.

VI. Responsible Party

As a State agency, DEC is a responsible party, exempt from the requirement of a determination

of responsibility by the Directors.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this program. The Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprise (MWBEs) and Service-Disabled Veteran-owned businesses (SDVOBs) for any contractual opportunities generated in connection with the project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8 and 9 NYCRR § 252.2(m)) to achieve MWBE and SDVOB Participation. Establishment of specific goals related to the total value of ESD's funding is still pending.

VIII. Environmental Review

ESD staff has determined that the authorization to enter into an MOU constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

IX. Requested Action

The Directors are requested to (1) authorize the Corporation to enter into a MOU with OPRHP for an amount not to exceed \$4,000,000 and (2) take all related necessary actions.

X. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

XI. Attachments

Resolution

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – U.S. Economic Development Administration Travel, Tourism & Outdoor Recreation Grant Subaward to the New York State Office of Parks, Recreation and Historic Preservation - Authorization to Enter into a Memorandum of Understanding with New York State Office of Parks, Recreation and Historic Preservation; and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation is hereby authorized to enter into a Memorandum of Understanding with OPRHP, in an amount not to exceed FOUR MILLION DOLLARS (\$4,000,000) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *



FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: U.S. Economic Development Administration Travel, Tourism & Outdoor Recreation Grant Subaward to the New York State Department of Environmental Conservation

REQUEST FOR: Authorization to Enter into a Memorandum of Understanding (“MOU”) with New York State Department of Environmental Conservation; and Authorization to Take Related Actions

I. ESD Directors’ Summary

A. Overall MOU Description

Empire State Development (“ESD” or the “Corporation”) is seeking to enter in a MOU with the New York State Department of Environmental Conservation (“DEC”) as a non-competitive subaward under the U.S. Economic Development Administration’s (“EDA”) Travel, Tourism & Outdoor recreation grant. The intention of the grant is to support the “Love our New York Lands” campaign implemented by DEC which is designed to encourage responsible and sustainable use at State-owned lands and promote visitation at lesser-known destinations to decrease over-crowded trails.

B. Program History

On March 11, 2021, President Joseph R. Biden signed the American Rescue Plan into law. This historic legislation was designed to enable all Americans to respond to and recover from the impacts of COVID-19.

The EDA’s Travel, Tourism, and Outdoor Recreation program invests \$750 million in American Rescue Plan funding to support communities across the country whose economies were hard hit by damage to these sectors from the COVID-19 pandemic. With funding going to every state and territory across 185 awards, EDA’s investments are rebuilding the travel and tourism sector and creating a more equitable, competitive, and resilient industry.

In December of 2021, ESD was awarded \$44,997,264.00 to assist with enhancing travel trade, international, and outdoor recreation initiatives. Included in this funding is \$4,000,000 allocated to the non-competitive DEC Subaward.

C. Contract Timeline

The MOU is expected to remain in effect until no later than November 7, 2025.

D. Requested Board Actions

The Directors are being asked to authorize ESD to enter into a MOU with DEC to provide all necessary services entailed in the MOU.

II. MOU Summary

Recipient:	NYS Department of Environmental Conservation
Scope of Services:	U.S. Economic Development Administration Travel, Tourism & Outdoor Recreation grant subaward to DEC
MOU Term:	Beginning immediately. Expected not to go beyond November 7, 2025.
MOU Amount:	Not to exceed \$4 million
Funding Source:	Federal Grant

III. Background

Given the Program's scope and urgency, ESD seeks to contract with DEC to administer the aforementioned program in support of the intention of the grant to assist with rebuilding the travel and tourism sector.

IV. Scope of Work

To support media placements for the Love Our New York Lands campaign, DEC will develop and issue a Request for Proposals to identify eligible vendors and execute a contract or to develop a Scope of Work with a previously approved and vetted New York State Office of General Services vendor. The selected vendor will update art and messaging utilized in 2021 and develop a plan for placements timed to start in 2023, with the focus on the May to October outdoor recreation/hiking/camping season in New York State.

At the end of each season, DEC will assess results to develop a plan for the following year, and so on. Each year, DEC will evaluate placements made the prior year and update materials and placement strategies prior to the outdoor recreation season. Placements will be annual over three years starting in 2023, and continuing in 2024 and 2025, for total anticipated spend of \$4 million.

V. Contract Term, Price and Funding Source

The contract term is expected to end no later than November 7, 2025. The price of the MOU is set at a not-to-exceed price of \$4,000,000. The funding source is from U.S. EDA Federal Grant.

VI. Responsible Party

As a State agency, DEC is a responsible party, exempt from the requirement of a determination of responsibility by the Directors.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this program. The Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprise (MWBEs) and Service-Disabled Veteran-owned businesses (SDVOBs) for any contractual opportunities generated in connection with the project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8 and 9 NYCRR § 252.2(m)) to achieve MWBE and SDVOB Participation. Establishment of specific goals related to the total value of ESD's funding is still pending.

VIII. Environmental Review

ESD staff has determined that the authorization to enter into an MOU constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

IX. Requested Action

The Directors are requested to (1) authorize the Corporation to enter into a MOU with DEC for an amount not to exceed \$4,000,000 and (2) take all related necessary actions.

X. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

XI. Attachments

Resolution

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – U.S. Economic Development Administration Travel, Tourism & Outdoor Recreation Grant Subaward to the New York State Department of Environmental Conservation - Authorization to Enter into a Memorandum of Understanding (“MOU”) with New York State Department of Environmental Conservation; and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation is hereby authorized to enter into a Memorandum of Understanding with DEC, in an amount not to exceed FOUR MILLION DOLLARS (\$4,000,000) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

FOR CONSIDERATION

April 20, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: New York City (New York County) – Contract Amendment for Freedom of Information Law Counsel Retained for the Pennsylvania Station Area Civic and Land Use Improvement Project

REQUEST FOR: Authorization to Increase the Contract Amount and the Contract Term of the Existing Legal Services Contract with Hoguet Newman Regal & Kenney, LLP and Authorization to Take Related Actions

CONTRACT NEED AND JUSTIFICATION

I. CONTRACT SUMMARY

Counsel: Hoguet Newman Regal & Kenney, LLP (“Hoguet Newman” or the “Firm”)

Scope of Services: The Firm would continue to serve the New York State Urban Development Corporation d/b/a Empire State Development (the “Corporation” or “ESD”) as outside counsel for certain Freedom of Information Law (“FOIL”) matters related to the Pennsylvania Station Area Civic and Land Use Improvement Project (the “Project”).

Contract Term: Current Contract: September 1, 2022 through August 31, 2023
Proposed amendment: 1-year extension (to August 31, 2024), with authorization for ESD’s General Counsel to extend the term for 1 additional year (to August 31, 2025)

Contract Amount: Current Contract: Not to exceed \$249,000
Proposed amendment: Additional amount not to exceed \$101,000
New proposed total Contract amount: Not to exceed \$350,000

Funding Source: New York State Budget Appropriation

II. BACKGROUND

The Project is a comprehensive redevelopment initiative for the revitalization of Pennsylvania Station ("Penn Station") and the area around it. The Project's General Project Plan ("GPP") facilitates a transit-oriented district with much needed public transit and public realm improvements and ten new buildings on eight development sites.

Hoguet Newman was retained last year to represent ESD in a lawsuit brought by a private individual who is seeking production of certain Project-related documents that are subject to certain FOIL exceptions and which would be damaging to ESD's negotiating position and interests with respect to the Project if released.

III. SCOPE OF WORK

The Firm would continue to represent ESD in the above-described FOIL litigation and provide legal advice and counsel to ESD on related FOIL matters.

IV. FIRM SELECTION PROCESS

To procure outside FOIL counsel for this Project, ESD staff ("Staff") reviewed the qualifications of several firms identified on ESD's Pre-Qualified Counsel List. Hoguet Newman was identified by Staff as best qualified to represent ESD in this matter because of the Firm's experience with other FOIL matters and because it was immediately available to represent ESD for time-sensitive court filings on short notice. The Firm is a New York certified Women-Owned Business Enterprise.

V. JUSTIFICATION FOR CONTRACT AMENDMENT

The contract amount and the contract term of ESD's existing legal services contract with Hoguet Newman for this matter both must be increased to enable ESD to retain the Firm without interruption to represent ESD in the ongoing FOIL litigation and FOIL matters related to the Project. The Firm has provided quality and timely representation for ESD in this matter and will continue to bill at its ESD-approved rates.

VI. RESPONSIBLE PARTY

Pursuant to State Finance Law Section 163 and the Corporation's policy related thereto, Staff has: (a) considered Hoguet Newman's ability to perform the services provided for in the proposed contract amendment; and (b) examined the list of entities determined to be non-responsible bidders and debarred entities that is maintained by the New York State Office of General Services. Based on the foregoing, Staff considers Hoguet Newman to be responsible.

VII. ENVIRONMENTAL REVIEW

Staff has determined that the proposed authorization to amend this contract constitutes a Type II action as defined by the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations for the New York Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD’s Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Organization shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprises (“MWBEs”) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD’s funding.

Hoguet Newman Regal & Kenney, LLP is a Women-Owned Business Enterprise certified by the State of New York and may utilize its certification to satisfy the above requirement.

IX. REQUESTED ACTIONS

The Directors are asked to: (1) make a determination of responsibility with respect to the Firm and (2) authorize ESD to amend the current contract with the Firm to provide for (a) an increased contract amount not to exceed \$350,000, inclusive of all amounts paid pursuant to the current contract in the amount of \$249,000 and (b) a 1-year extension of the contract’s term (to August 31, 2024), with authorization for ESD’s General Counsel to extend the term for 1 additional year (to August 31, 2025).

X. RECOMMENDATION

Based on the foregoing, I recommend approval of the requested actions.

XI. ATTACHMENT

Resolutions

April 20, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – New York City (New York County) – Contract Amendment for Freedom of Information Law Counsel Retained for the Pennsylvania Station Area Civic and Land Use Improvement Project - Authorization to Increase the Contract Amount and the Contract Term of the Existing Legal Service Contract with Hoguet Newman Regal & Kenney, LLP and Authorization to Take Related Actions

RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation (the “Materials”), the Corporation hereby finds Hoguet Newman Regal & Kenney, LLP (the “Firm”) to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend the current contract with the Firm for the purposes and services, and substantially on the terms and conditions set forth in the Materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate; and be it further

RESOLVED, that the President and Chief Executive Officer and her designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver any and all documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing.

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